

GORMAN RUPP CO  
Form 5  
February 14, 2014

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**Knabel Wayne L**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**GORMAN RUPP CO [GRC]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

**THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

**MANSFIELD, OH 44903**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/10/2013		L	662 A \$ 0 <sup>(1)</sup>	3,313	D	
Common Stock (401-K Plan)	03/31/2013		J <sup>(2)</sup>	202 A \$ 30.05	1,403	I	By 401-K Trust
Common Stock (401-K)	06/30/2013		J <sup>(2)</sup>	53 A \$ 31.84	1,456	I	By 401-K

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Plan)										Trust
Common Stock (401-K Plan)	09/30/2013	Â	<u>J</u> (2)	2	A	\$ 40.13	1,458	I		By 401-K Trust
Common Stock (401-K Plan)	12/10/2013	Â	<u>J</u> (2)	365	A	\$ 0 <sup>(1)</sup>	1,823	I		By 401-K Trust
Common Stock (401-K Plan)	12/31/2013	Â	<u>J</u> (2)	17	A	\$ 33.43	1,840	I		By 401-K Trust
Common Stock (Company Stock Plan)	01/02/2013	Â	L	19	A	\$ 28.863	1,067	D		Â
Common Stock (Company Stock Plan)	02/04/2013	Â	L	18	A	\$ 30.479	1,085	D		Â
Common Stock (Company Stock Plan)	03/05/2013	Â	L	19	A	\$ 29.226	1,104	D		Â
Common Stock (Company Stock Plan)	03/13/2013	Â	L	4	A	\$ 29.268	1,108	D		Â
Common Stock (Company Stock Plan)	04/04/2013	Â	L	19	A	\$ 29.507	1,127	D		Â
Common Stock (Company Stock Plan)	05/02/2013	Â	L	20	A	\$ 28.317	1,147	D		Â
Common Stock (Company Stock Plan)	06/05/2013	Â	L	20	A	\$ 29.344	1,167	D		Â
Common Stock (Company Stock Plan)	06/13/2013	Â	L	4	A	\$ 29.494	1,171	D		Â
Common Stock (Company	07/03/2013	Â	L	18	A	\$ 31.374	1,189	D		Â

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Stock Plan)									
Common Stock (Company Stock Plan)	08/01/2013	Â	L	16	A	\$ 34.822	1,205	D	Â
Common Stock (Company Stock Plan)	09/04/2013	Â	L	16	A	\$ 36.276	1,221	D	Â
Common Stock (Company Stock Plan)	09/13/2013	Â	L	3	A	\$ 38.451	1,224	D	Â
Common Stock (Company Stock Plan)	10/02/2013	Â	L	14	A	\$ 40.613	1,238	D	Â
Common Stock (Company Stock Plan)	11/04/2013	Â	L	14	A	\$ 41.405	1,252	D	Â
Common Stock (Company Stock Plan)	12/03/2013	Â	L	13	A	\$ 42.211	1,265	D	Â
Common Stock (Company Stock Plan)	12/10/2013	Â	L	3	A	\$ 40.678	1,268	D	Â
Common Stock (Company Stock Plan)	12/10/2013	Â	L	317	A	\$ 0 <sup>(1)</sup>	1,585	D	Â
Common Stock (Company Stock Plan)	12/31/2013	Â	L	18	A	\$ 33.33	1,603	D	Â
Common Stock (Dividend Reinvestment Plan)	03/13/2013	Â	L	9	A	\$ 29.268	10	D	Â
Common Stock (Dividend	06/13/2013	Â	L	9	A	\$ 29.494	19	D	Â

Reinvestment  
Plan)

Common  
Stock

(Dividend	09/13/2013	Â	L	8	A	\$	27	D	Â
Reinvestment						38.451			
Plan)									

Common  
Stock

(Dividend	12/10/2013	Â	L	7	A	\$ 0 <sup>(1)</sup>	34	D	Â
Reinvestment									
Plan)									

Common  
Stock

(Dividend	12/13/2013	Â	L	8	A	\$	42	D	Â
Reinvestment						32.542			
Plan)									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knabel Wayne L THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/Wayne L.  
Knabel

02/14/2014

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) As of December 10, 2013, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
  - (2) Shares acquired under GRC 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.