

WALSTON W WAYNE
 Form 5
 February 09, 2018

FORM 5

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

OMB APPROVAL

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 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 *
WALSTON W WAYNE

(Last) (First) (Middle)

33 EMS T40A LANE

(Street)

LEESBURG, IN 46538

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/03/2015	Â	G4 ⁽¹⁾	1,250 D \$ 0 4,962 ⁽²⁾	D	Â	
Common Stock	08/25/2016	Â	G4 ⁽¹⁾	1,250 D \$ 0 3,712 ⁽³⁾	D	Â	
Common Stock	08/08/2017	Â	G	1,250 D \$ 0 2,462 ⁽⁴⁾	D	Â	
Common Stock	08/03/2015	Â	G4 ⁽¹⁾	1,250 A \$ 0 22,277 ⁽⁵⁾	I	By Wayne and Betty Walston Trust ⁽⁶⁾	

Common Stock	08/25/2016	Â	G4 ⁽¹⁾	1,250	A	\$ 0	23,527 ⁽⁷⁾	I	By Wayne and Betty Walston Trust ⁽⁶⁾
Common Stock	08/08/2017	Â	G	1,250	A	\$ 0	24,777 ⁽⁸⁾	I	By Wayne and Betty Walston Trust ⁽⁶⁾

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

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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 Is Fi (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
WALSTON W WAYNE 33 EMS T40A LANE LEESBURG, IN 46538	Â X	Â	Â	Â

Signatures

W. Wayne Walston BY: /s/Brigette A. Burnell
Attorney-in-Fact

02/09/2018

__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) These transfers were inadvertently omitted from the reporting person's prior Form 5 filing.

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- (2) Includes 3,750 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (3) Includes 2,500 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (4) Includes 1,250 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (5) Includes 19,915 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (6) Shares held by the Wayne and Betty Walston Trust (a joint revocable living trust of which Mr. and Mrs. Walston are co-trustees) for estate planning purposes.
- (7) Includes 21,165 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (8) Includes 24,415 shares acquired through an exempt non-employee Directors' Compensation 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.