

GORMAN RUPP CO  
Form 5  
February 17, 2015

# 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 \*  
Burnell Brigitte A

(Last) (First) (Middle)

600 SOUTH AIRPORT ROAD

(Street)

MANSFIELD, OH 44903

(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)  
12/31/2014

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)  
Corporate Counsel & Secretary

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)
				Amount	(A) or (D) Price			
Common Stock (401-K Plan)	06/30/2014	Â	J <sup>(1)</sup>	22	A \$ 35.37	48	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2014	Â	J <sup>(1)</sup>	36	A \$ 30.04	84	I	By 401-K Trust
	12/31/2014	Â	J <sup>(1)</sup>	44	A \$ 32.12	128	I	

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Common Stock (401-K Plan)										By 401-K Trust
Common Stock (Company Stock Plan)	06/04/2014	Â	L	10	A	\$ 31.8485	10	D	Â	
Common Stock (Company Stock Plan)	07/01/2014	Â	L	9	A	\$ 35.7822	19	D	Â	
Common Stock (Company Stock Plan)	08/04/2014	Â	L	11	A	\$ 29.5128	30	D	Â	
Common Stock (Company Stock Plan)	09/03/2014	Â	L	11	A	\$ 30.8703	41	D	Â	
Common Stock (Company Stock Plan)	10/02/2014	Â	L	11	A	\$ 30.7546	52	D	Â	
Common Stock (Company Stock Plan)	11/07/2014	Â	L	10	A	\$ 31.779	62	D	Â	
Common Stock (Company Stock Plan)	12/03/2014	Â	L	11	A	\$ 31.7875	73	D	Â	

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)	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 Derivative Securities (Instr. 5)
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(Instr. 3,  
4, and 5)

(A) (D) Date Expiration Title Amount  
Exercisable Date Date or  
Number  
of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burnell Brigette A 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903				Corporate Counsel & Secretary

## Signatures

/s/Brigette A.  
Burnell 02/17/2015

    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) 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.