

GORMAN JAMES CARVELL  
Form 4  
March 01, 2019

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GORMAN JAMES CARVELL

(Last) (First) (Middle)

THE GORMAN-RUPP  
COMPANY, 600 SOUTH AIRPORT  
ROAD

(Street)

MANSFIELD, OH 44903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2019

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)  
Chairman

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                          |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                          |
| Common Stock                    | 01/04/2019                           |  | G                              | V 4,220 D   | \$ 0  | 1,267,398  | I   | By James C. Gorman Trust |
| Common Stock                    | 01/07/2019                           |  | G                              | V 460 D   | \$ 0  | 1,266,938  | I   | By James C. Gorman Trust |
| Common Stock                    | 01/04/2019                           |  | G                              | V 3,220 A   | \$ 0  | 3,950,096  | I   | By family (1)            |

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|                           |            |                  |                    |   |          |           |   |                          |
|---------------------------|------------|------------------|--------------------|---|----------|-----------|---|--------------------------|
| Common Stock              | 02/27/2019 | A <sup>(2)</sup> | 1,946              | A | \$ 0     | 3,952,042 | I | By family <sup>(3)</sup> |
| Common Stock              | 02/27/2019 | F                | 564 <sup>(4)</sup> | D | \$ 34.42 | 3,951,478 | I | By family <sup>(5)</sup> |
| Common Stock (401-K Plan) |            |                  |                    |   |          | 7,210     | I | By 401-K Trust           |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| GORMAN JAMES CARVELL<br>THE GORMAN-RUPP COMPANY<br>600 SOUTH AIRPORT ROAD<br>MANSFIELD, OH 44903 | X             |           | Chairman |       |

## Signatures

James C. Gorman BY: /s/Brigette A. Burnell  
Attorney-in-Fact 03/01/2019

\_\_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) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,245,481 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(2) Performance-based shares awarded under The Gorman-Rupp 2015 Omnibus Incentive Plan after achieving specific performance goals and vesting over the 2016-2018 performance period.

(3) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,247,427 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(4) Shares withheld for payment of tax liability.

(5) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,246,863 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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