

GORMAN JAMES CARVELL  
Form 4  
May 24, 2006

**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, 305 BOWMAN  
STREET

(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)  
01/10/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock (401-K Plan)       | 03/31/2006                           |  | J                              | V 53 A \$ 24.4  | 5,472   | I  | By 401-K Trust                             |
| Common Stock                    |                                      |  |                                |   | 434,572   | I  | By James C. Gorman Trust <sup>(1)</sup>    |
| Common Stock (401-K)            | 03/31/2006                           |  | J                              | V 535 A \$ 24.4   | 1,786,074   | I  | By family <sup>(2)</sup>                   |

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Plan)

|                                   |            |   |   |    |   |            |           |   |                      |
|-----------------------------------|------------|---|---|----|---|------------|-----------|---|----------------------|
| Common Stock (Company Stock Plan) | 01/10/2006 | L | V | 25 | A | \$ 23.784  | 1,786,099 | I | By family <u>(3)</u> |
| Common Stock (Company Stock Plan) | 02/10/2006 | L | V | 27 | A | \$ 22.2    | 1,786,126 | I | By family <u>(4)</u> |
| Common Stock (Company Stock Plan) | 03/10/2006 | L | V | 35 | A | \$ 23.1586 | 1,786,161 | I | By family <u>(5)</u> |
| Common Stock (Company Stock Plan) | 04/10/2006 | L | V | 25 | A | \$ 24.0537 | 1,786,186 | I | By family <u>(6)</u> |
| Common Stock (Company Stock Plan) | 05/10/2006 | L | V | 23 | A | \$ 26.6802 | 1,786,209 | I | By family <u>(7)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | 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>305 BOWMAN STREET<br>MANSFIELD, OH 44903 | X             | X         | Chairman |       |

## Signatures

James C. Gorman BY: /s/Robert E. Kirkendall  
Attorney-in-Fact

05/24/2006

\*\*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 held by the James C. Gorman Trust (a revocable trust of which James C. Gorman is sole trustee) for estate planning purposes.  
Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,467 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.
- (3) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,492 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) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,519 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.
- (5) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,554 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.
- (6) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,579 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.
- (7) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,602 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. 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.