

GORMAN RUPP CO  
Form 5  
February 17, 2015

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
**HARLAN M ANN**  
  
(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)

**2688 COLCHESTER ROAD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

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

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

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

**CLEVELAND HEIGHTS, OH 44106**  
  
(City) (State) (Zip)

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 (Dividend Reinvestment Plan) | 03/13/2014                           | Â  | J <sup>(1)</sup>               | 15 A  | \$ 32.6172   | 101 D  | Â   |
| Common Stock (Dividend Reinvestment Plan) | 06/13/2014                           | Â  | J <sup>(1)</sup>               | 15 A  | \$ 34.594  | 116 D  | Â   |

Plan)

Common  
Stock

|                              |            |   |                  |    |   |           |     |   |   |
|------------------------------|------------|---|------------------|----|---|-----------|-----|---|---|
| (Dividend Reinvestment Plan) | 09/15/2014 | Â | J <sup>(1)</sup> | 18 | A | \$ 31.088 | 134 | D | Â |
|------------------------------|------------|---|------------------|----|---|-----------|-----|---|---|

Common  
Stock

|                              |            |   |                  |    |   |           |     |   |   |
|------------------------------|------------|---|------------------|----|---|-----------|-----|---|---|
| (Dividend Reinvestment Plan) | 12/15/2014 | Â | J <sup>(1)</sup> | 20 | A | \$ 30.341 | 154 | D | Â |
|------------------------------|------------|---|------------------|----|---|-----------|-----|---|---|

Common  
Stock

|   |   |   |   |   |   |   |                      |   |   |
|---|---|---|---|---|---|---|----------------------|---|---|
| Â | Â | Â | Â | Â | Â | Â | 6,796 <sup>(2)</sup> | D | Â |
|---|---|---|---|---|---|---|----------------------|---|---|

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. of D S B O E I S 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

HARLAN M ANN  
2688 COLCHESTER ROAD  
CLEVELAND HEIGHTS, OH 44106

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## Signatures

M. Ann Harlan BY: /s/Brigette A. Burnell  
Attorney-in-Fact

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 through dividend reinvestment.

(2) Includes 6,562 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.