

GORMAN JAMES CARVELL  
 Form 4  
 February 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/30/2012**

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

(Street)  
**MANSFIELD, OH 44903**

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

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					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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2012		G	V	7,296	D	Ⓐ	635,454	I	By James C. Gorman Trust
Common Stock	01/30/2012		G	V	6,696	A	Ⓐ	3,640,564	I	By family (2)
Common Stock	02/13/2012		S		7,600	D	\$ 33.1131	3,632,964	I	By family (3)
Common Stock	02/14/2012		S		98	D	\$ 33.18	3,632,866	I	By family (4)

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Common Stock	02/14/2012	S	202	D	\$ 33.33	3,632,664	I	By family <u>(5)</u>
Common Stock	02/14/2012	S	100	D	\$ 33.19	3,632,564	I	By family <u>(6)</u>
Common Stock (401-K Plan)						8,397	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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(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. 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 THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	X	X	Chairman	

## Signatures

James C. Gorman /s/David P. Emmens  
Attorney-in-Fact

02/21/2012

\_\_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) Bona fide gift made without consideration.

Includes 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,503,185 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) Includes 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,495,585 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 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,495,487 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 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,495,285 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 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,495,185 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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