

GORMAN JAMES CARVELL

Form 4

December 21, 2006

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

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

OMB APPROVAL

OMB
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(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)
11/10/2006

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock (401-K Plan)							5,526	I	By 401-K Trust	
Common Stock	11/22/2006		G	V	19,200	D	\$ 39.545	415,372	I	By James C. Gorman Trust ⁽¹⁾
Common Stock	11/10/2006		G	V	1,200	D	\$ 37.46	1,785,373	I	By family ⁽²⁾

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Common Stock	11/10/2006	G	V	1,200	A	\$ 37.46	1,786,573	I	By family (3)
Common Stock	11/22/2006	G	V	19,200	A	\$ 39.545	1,805,773	I	By family (4)

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. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 305 BOWMAN STREET MANSFIELD, OH 44903	X	X	Chairman	

Signatures

/s/ James C.
Gorman 12/21/2006

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).

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- (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
- (2) trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,134,766 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.
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
- (3) trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,135,966 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.
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
- (4) trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,155,166 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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