

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2006

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

THE GORMAN-RUPP COMPANY, 305 BOWMAN STREET

(Street)

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

MANSFIELD, OH 44903

(City) (State) (Zip)

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 ⁽¹⁾
Common Stock (401-K)	03/31/2006		J	V	535	A	\$ 24.4	1,786,074	I	By family ⁽²⁾

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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.

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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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 305 BOWMAN STREET 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.