

GORMAN JAMES CARVELL  
Form 4  
May 24, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 <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.

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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
				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.
- (2) 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.
- (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 1,135,519 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.
- (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 1,135,554 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.
- (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 1,135,579 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.
- (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 1,135,602 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.
- (7)

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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