

GORMAN RUPP CO
Form 5
February 11, 2008

FORM 5

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).
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 *
WALSTON W WAYNE

(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)

33 EMS T40A LANE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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)

LEESBURG, IN 46538

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Price | 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) | 03/09/2007 | Â | J | 4 | A | \$ 28.018 | 709 | D | Â |
| Common Stock (Dividend Reinvestment Plan) | 06/08/2007 | Â | J | 4 | A | \$ 32.3373 | 713 | D | Â |

| | | | | | | | | | | |
|---|------------|---|---|----------------------|---|------------|----------------------|---|---|--|
| Plan) | | | | | | | | | | |
| Common Stock (Dividend Reinvestment Plan) | 09/07/2007 | Â | J | 555 | D | \$ 31.795 | 158 | D | Â | |
| Common Stock (Dividend Reinvestment Plan) | 09/10/2007 | Â | J | 4 | A | \$ 31.8979 | 162 | D | Â | |
| Common Stock (Dividend Reinvestment Plan) | 11/16/2007 | Â | J | 12 | D | \$ 38.955 | 150 | D | Â | |
| Common Stock (Dividend Reinvestment Plan) | 12/10/2007 | Â | J | 37 ⁽¹⁾ | A | \$ 30.9786 | 187 | D | Â | |
| Common Stock (Dividend Reinvestment Plan) | 12/27/2007 | Â | J | 187 | D | \$ 30.55 | 0 ⁽²⁾ | D | Â | |
| Common Stock | 09/07/2007 | Â | J | 555 | A | \$ 31.795 | 7,617 ⁽³⁾ | D | Â | |
| Common Stock | 11/16/2007 | Â | J | 12 | A | \$ 38.955 | 7,629 ⁽³⁾ | D | Â | |
| Common Stock | 12/10/2007 | Â | J | 1,907 ⁽¹⁾ | A | \$ 30.9786 | 9,536 ⁽⁴⁾ | D | Â | |
| Common Stock | 12/27/2007 | Â | J | 187 | A | \$ 30.55 | 9,723 ⁽⁴⁾ | 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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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 | 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 | 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 Se B |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|

| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|-----|-----|------------------|-----------------|-------|----------------------------|
| | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALSTON W WAYNE 33 EMS T40A LANE LEESBURG, IN 46538 | X | ^ | ^ | ^ |

Signatures

W. Wayne Walston BY: /s/David P. Emmens
Attorney-in-Fact 02/11/2008

__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) As of December 10, 2007, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
- (2) Mr. Walston transferred all of his common shares in the Dividend Reinvestment Plan to his Common Stock account. No common shares were otherwise disposed of or sold.
- (3) Includes 6,437 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (4) Includes 8,046 shares acquired through an exempt non-employee Directors' Compensation Plan (of which 1,609 shares were added as a result of the 5-for-4 split of common shares as of December 10, 2007).

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.