

EMMENS DAVID P
 Form 5
 February 14, 2013

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 *
 EMMENS DAVID P
 (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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Corporate Counsel & Secretary

THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

MANSFIELD, OH 44903
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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)		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)	
				(A) or (D)	Amount	Price			
Common Stock (401-K Plan)	03/31/2012	Â	J ⁽¹⁾		53	A \$ 29.18	1,630	I	By 401-K Trust
Common Stock (401-K)	06/30/2012	Â	J ⁽¹⁾		27	A \$ 29.8	1,657	I	By 401-K Trust

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Plan)										
Common Stock (401-K Plan)	09/30/2012	Â	J ⁽¹⁾	23	A	\$ 27	1,680	I		By 401-K Trust
Common Stock (401-K Plan)	12/31/2012	Â	J ⁽¹⁾	29	A	\$ 29.83	1,709	I		By 401-K Trust
Common Stock (Company Stock Plan)	01/04/2012	Â	L	22	A	\$ 27.4055	9,856	D		Â
Common Stock (Company Stock Plan)	01/31/2012	Â	L	19	A	\$ 31.4767	9,875	D		Â
Common Stock (Company Stock Plan)	03/01/2012	Â	L	18	A	\$ 32.0589	9,893	D		Â
Common Stock (Company Stock Plan)	03/14/2012	Â	L	30	A	\$ 29.774	9,923	D		Â
Common Stock (Company Stock Plan)	04/09/2012	Â	L	21	A	\$ 29.3483	9,944	D		Â
Common Stock (Company Stock Plan)	05/02/2012	Â	L	20	A	\$ 29.5558	9,964	D		Â
Common Stock (Company Stock Plan)	06/05/2012	Â	L	22	A	\$ 27.2409	9,986	D		Â
Common Stock (Company Stock Plan)	06/13/2012	Â	L	35	A	\$ 28.3412	10,021	D		Â
Common Stock (Company Stock Plan)	07/03/2012	Â	L	21	A	\$ 28.6973	10,042	D		Â

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Common Stock (Company Stock Plan)	07/31/2012	Â	L	20	A	\$ 29.7587	10,062	D	Â
Common Stock (Company Stock Plan)	09/05/2012	Â	L	22	A	\$ 27.5574	10,084	D	Â
Common Stock (Company Stock Plan)	09/13/2012	Â	L	36	A	\$ 27.633	10,120	D	Â
Common Stock (Company Stock Plan)	10/03/2012	Â	L	22	A	\$ 27.3421	10,142	D	Â
Common Stock (Company Stock Plan)	11/05/2012	Â	L	22	A	\$ 26.9628	10,164	D	Â
Common Stock (Company Stock Plan)	12/04/2012	Â	L	21	A	\$ 28.105	10,185	D	Â
Common Stock (Company Stock Plan)	12/13/2012	Â	L	37	A	\$ 28.526	10,222	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Date	Title Amount or Number		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMMENS DAVID P THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	A	A	A Corporate Counsel & Secretary	A

Signatures

/s/David P.
Emmens 02/14/2013

__Signature of Date
Reporting Person

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 acquired under GRC 401(k) Plan.

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