SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] ETTINGER JEFFREY M	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO</u> [TTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018	Officer (give title Other (specify below) below)								
(Street) BLOOMINGTON MN 55420 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X 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										

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. Transaction 5. Amount of 6. Ownership 7. Nature of Date Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect Beneficial (Month/Day/Year) Owned Following 8) (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code v Amount Price 1,009(1) Common Stock 11/01/2018 Α A \$<mark>0</mark> 37,639(2) D

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. 5. Number of Transaction Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e s (A) sed str.	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Non- Qualified Stock Option	\$58.63	11/01/2018		A		4,482 ⁽³⁾		(4)	11/01/2028	Common Stock	4,482	\$0	4,482	D		

Explanation of Responses:

1. Annual common stock award for service as a non-employee director issued under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended and restated (the "Amended and Restated 2010 Plan").

2. Includes 346.273 shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Direct Stock Purchase Plan less an account adjustment of 0.919 shares since the date of his last report.

3. Annual option grant for service as a non-employee director issued under the Amended and Restated 2010 Plan.

4. The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Nancy A. McGrath, Attorney-In-Fact

11/02/2018

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date