SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	
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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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Funk Edric C

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH

(Street)
BLOOMINGTON MN 55420

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TORO CO [TTC]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
☑ Officer (give title below)
Other (specify below)
President & COO

6. Individual or Joint/Group Filing (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) (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2026		M		6,247.539	A	$99.15	6,247.539	D	
Common Stock	09/02/2026		F		2,849	D	$99.15	3,398.539	D	
Performance Share Units								2,123.859(1)	D	
Common Stock								6,349.18(2)	I	TTC Retirement Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Restricted Stock Units	(3)	09/02/2026		M			6,247.539	(4)	(4)	Common Stock	6,247.539	$0	12,496.096	D	
Restricted Stock Units	(3)							(5)	(5)	Common Stock	5,591.398		5,591.398	D	

Explanation of Responses:

1. Includes 8.765 performance share units acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.
2. Includes 52.393 net shares acquired through regular individual and issuer matching contributions to The Toro Company Retirement Plan (the "Retirement Plan") and shares acquired under the dividend reinvestment feature of the Retirement Plan less quarterly non-discretionary administrative fees.
3. Each restricted stock unit represents a contingent right to receive one share of TTC common stock.
4. The restricted stock units and related dividend equivalents vest in three equal annual installments commencing on the first anniversary of the September 2, 2025 grant date.
5. The restricted stock units and related dividend equivalents vest in three equal annual installments commencing on the first anniversary of the December 22, 2025 grant date.

Remarks:

/s/ Joanna M. Totsky, Attorney-in-Fact 09/04/2026

** Signature of Reporting Person Date

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.