## 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										
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	ss of Reporting Person		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TORO CO</u> [ TTC ]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner
(Last) 8111 LYNDALE	(First) C AVENUE SOUT	(Middle) H	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2018		Officer (give title below)	Other (specify below)
(Street) BLOOMINGTON MN 55420-1196 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Report Form filed by More than ( Person	ting 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. Transa Code ( 8)	Action (Instr. disposed Of (D) (Instr. 3, 4 and 5		l (A) or : 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/26/2018		М		9,244	Α	\$14.12	9,244	D	
Common Stock	09/26/2018		S		9,244	D	<b>\$60.009</b> <sup>(1)</sup>	0	D	
Common Stock	09/26/2018		М		10,048	A	\$13.24	10,048	D	
Common Stock	09/26/2018		S		10,048	D	\$60.051 <sup>(2)</sup>	0	D	
Common Stock								57,508	I	Held by Christopher A. Twomey Revocable Trust
Common Stock Units								9,800.736 <sup>(3)</sup>	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. Transa Code ( 8)		of Deri Seco Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. 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				
Non- Qualified Stock Option	\$14.12	09/26/2018		М			9,244	(4)	11/01/2020	Common Stock	9,244	\$0	0	D	
Non- Qualified Stock Option	\$13.24	09/26/2018		М			10,048	(5)	11/01/2021	Common Stock	10,048	\$0	0	D	

#### Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares of common stock were sold in multiple transactions at prices ranging from \$60.00 to \$60.08, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares of common stock were sold in multiple transactions at prices ranging from \$60.00 to \$60.26, inclusive.
Includes 93.091 common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date

of his last report.

4. The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2010.

5. The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2011.

## /s/ Nancy A. McGrath,

<u>Attorney-In-Fact</u> \*\* Signature of Reporting Person 09/28/2018

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

 $\ast$  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.

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