FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)

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

1. Name and Address of Reporting Person*  Mullen Joyce A				2. Issuer Name and Ticker or Trading Symbol TORO CO [ TTC ]								ck all applic	,					
(Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH					3. Date of Earliest Transaction (Month/Day/Year) 11/01/2019								Officer below)	(give title		Other (s below)	specify	
(Street) BLOOMINGTON MN 55420  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Inc Line)	′					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securit Disposed Code (Instr. 5)					5. Amour Securitie Beneficia Owned F	es For ally (D) Following (I) (		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)		Price	Reported Transacti (Instr. 3 a	tion(s)			(Instr. 4)
Common Stock Units 1			11/01/	2019			A		892(1)	A		\$0	89	892		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	cise (Month/Day/Year)	3A. Deemed Execution Date if any (Month/Day/Ye	Code (Instr.		Derivative I		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 derivative Securities Beneficial Owned Following Reported	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
				Cod	ie V	(A)	(D)	Date Exercisab		Expiration Date	or Nu of		umber		Transaction(s) (Instr. 4)			
Non- Qualified Stock Option	\$77.64	11/01/2019		А		3,521 <sup>(2)</sup>		(3)		11/01/2029	Common Stock	3	,521	\$0	3,521	L	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"). The reporting person has deferred the payout of her stock award under The Toro Company Deferred Compensation Plan for Non-Employee Directors (the "Deferred Plan") and, accordingly, the reporting person's stock award is paid in common stock units under the Deferred Plan.
- 2. Annual option grant for service as a non-employee director issued under the Amended and Restated 2010 Plan.
- 3. The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Nancy A. McGrath, 11/05/2019 Attorney-In-Fact

\*\* 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.