## Edgar Filing: TORO CO - Form 4

TORO CO Form 4												
December 1												
FORM	<b>A</b> 4 UNITED	STATES	SECU	RITIES	5 A	AND EXC	CHAN	NGE (	COMMISSION		APPROVAL	
						, D.C. 205				Number:	3235-0287	
subject to				CHANGES IN BENEFICIAL OWNERSHIP ( SECURITIES						Expires: Estimate	January 31, 2005 d average	
Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	or Filed pur ons section 17(	(a) of the	Public U	16(a) of Jtility H	f th Iol	ne Securiti	pany	Act of	e Act of 1934, f 1935 or Sectio 40	burden h response on	•	
(Print or Type	Responses)											
				2. Issuer Name <b>and</b> Ticker or Trading Symbol TORO CO [TTC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)		-		ransaction			(Check all applicable)			
8111 LYN	(Month/Day/Year) 12/11/2015						Director 10% Owner X Officer (give title Other (specify below) below) VP, Human Resources					
Filed(Mo				nendment, Date Original Ionth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
BLOOMIN	IGTON, MN 5542	20							Person			
(City)	(State)	(Zip)	Tał	ole I - No	n-l	Derivative S	Securi	ties Acq	uired, Disposed o	f, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	3. 4. Securities Acquired if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A) or					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	OwnershipIndirectform:BeneficialDirect (D)Ownershipr Indirect(Instr. 4)I)		
Common				Code	V	Amount	(D)	Price	(111sur. 5 and 4)			
Common Stock	12/11/2015			М		45.774	А	\$0	664.935	D		
Common Stock	12/11/2015			F		16	D	\$ 75.6	648.935	D		
Common Stock	12/11/2015			М		135.246	А	\$0	784.181	D		
Common Stock	12/11/2015			F		46	D	\$ 75.6	738.181	D		
Common Stock									1,412.909	I	The Toro Company Investment,	

Savings & ESOP

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

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 control number.

# 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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/11/2015		М	45.774	(2)	(2)	Common Stock	45.774
Restricted Stock Units	(1)	12/11/2015		М	135.246	(3)	(3)	Common Stock	135.246

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
Fg	Director	10% Owner	Officer	Other			
DAHL AMY E 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420			VP, Human Resources				
Signatures							
/s/ Nancy A. McGrath, Attorney-In-Fact	12	2/15/2015					
**Signature of Reporting Person		Date					

### **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) Each restricted stock unit represents a contingent right to receive one share of Toro common stock.

(2) The restricted stock units vested and became non-forfeitable in three equal annual installments commencing on the first anniversary of the date of grant, which was December 11, 2012.

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(3) The restricted stock units vested and became non-forfeitable in full on December 11, 2015, which is the third anniversary of the date of  $\frac{1}{3}$  grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.