

Rodier Richard W
Form 4
March 20, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rodier Richard W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Commercial

BLOOMINGTON, MN 55420

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 03/19/2019 | | M | | 4,000 A \$ 10.1825 | 28,395 | D |
| Common Stock | 03/19/2019 | | S | | 4,000 D \$ 68.45 | 24,395 | D |
| Common Stock | 03/19/2019 | | M | | 2,000 A \$ 15.88 | 26,395 | D |
| Common Stock | 03/19/2019 | | S | | 2,000 D \$ 68.45 | 24,395 | D |
| Common Stock | | | | | | 2,697.131 ⁽¹⁾ | I The Toro Company Investment, |

Savings & ESOP

Performance Share Units 4,791.542 (2) D

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

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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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 10.1825 | 03/19/2019 | | M | 4,000 | <u>(3)</u> 12/01/2019 | Common Stock | 4,000 |
| Non-Qualified Stock Option | \$ 15.88 | 03/19/2019 | | M | 2,000 | <u>(4)</u> 12/08/2020 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rodier Richard W 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420 | | | VP, Commercial | |

Signatures

/s/ Nancy A. McGrath, Attorney-In-Fact 03/20/2019

**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).

- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 10.034 net shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (the "IS&ESOP") less non-discretionary administrative fees; and 60.273 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- (1) Includes 18.494 performance share units acquired by the reporting person since the date of his last report under the dividend reinvestment feature of the Deferred Plan.
 - (2) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 1, 2009.
 - (3) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 8, 2010.

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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