

TORO CO
Form 4
December 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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 *
DAHL AMY E

(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]

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2016

4. If Amendment, Date 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)
VP, Human Resources

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 | 12/05/2016 | | M | | 78.24 | A | \$ 0 |
| Common Stock | 12/05/2016 | | F | | 27 | D | \$ 52.75 |
| Common Stock | 12/06/2016 | | M | | 239.878 | A | \$ 0 |
| Common Stock | 12/06/2016 | | F | | 81 | D | \$ 54.52 |
| Common Stock | 12/06/2016 | | M | | 81.352 | A | \$ 0 |

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Common Stock 12/06/2016 F 28 D \$ 54.52 2,299.256 D

Common Stock 3,046.901 ⁽²⁾ I

The Toro Company Investment, Savings & ESOP

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | <u>(3)</u> | 12/05/2016 | | M | 78.24 | <u>(4)</u> <u>(4)</u> | Common Stock 78.24 <u>(5)</u> |
| Restricted Stock Units | <u>(3)</u> | 12/06/2016 | | M | 239.878 | <u>(6)</u> <u>(6)</u> | Common Stock 239.878 <u>(5)</u> |
| Restricted Stock Units | <u>(3)</u> | 12/06/2016 | | M | 81.352 | <u>(7)</u> <u>(7)</u> | Common Stock 81.352 <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAHL AMY E 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420 | | | VP, Human Resources | |

Signatures

/s/ Nancy A. McGrath,
Attorney-In-Fact

12/07/2016

__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) On September 16, 2016, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's ownership of 1,017.893 additional shares of common stock. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.

- Includes the following shares of common stock acquired by the reporting person since the date of her last report: 18.571 post-split shares acquired through regular individual and issuer matching contributions to The Toro Company Investment, Savings & ESOP (the "IS&ESOP"); 19.278 post-split net shares acquired under the dividend reinvestment feature of the IS&ESOP less quarterly non-discretionary administrative fees; and 1,504.526 additional shares of common stock as a result of the Stock Split.
- (2) Each restricted stock unit represents a contingent right to receive one share of Toro common stock.
 - (3) The restricted stock units and related dividend equivalents vest and become non-forfeitable in three equal annual installments commencing on December 5, 2015, which was the first anniversary of the date of grant.
 - (4) The restricted stock units were adjusted to reflect the Stock Split.
 - (5) The restricted stock units and related dividend equivalents vested and became non-forfeitable in full on December 6, 2016, which is the third anniversary of the date of grant.
 - (6) The restricted stock units and related dividend equivalents vested and became non-forfeitable in three equal annual installments commencing on December 6, 2014, which was the first anniversary of the date of grant.
 - (7)

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.