TORO CO Form 4 June 11, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

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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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Dordell Timothy P		Person *	2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
8111 LYNDALE AVENUE SOUTH (Street)			06/10/2015	_X Officer (give title Other (specify below) VP, Secretary, General Counsel 6. Individual or Joint/Group Filing(Check			
			4. If Amendment, Date Original				
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
BLOOMINGTON MN 55420-1196				Form filed by More than One Reporting			

BLOOMINGTON, MN 55420-1196

						Pel	SOII		
(City)	(State) (Zi	p) Table l	- Non-Dei	rivative So	ecurit	ies Acquir	ed, Disposed of,	or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)
Common Stock	06/10/2015		M	6,200	A	\$ 22.45	6,369.32	D	
Common Stock	06/10/2015		S	6,200	D	\$ 69.725 (1)	169.32	D	
Common Stock							145.969 (2)	I	By Trust
Common Stock							117.514 (3)	I	The Toro Company Investment, Savings &

ESOP

Performance 41,672.984 Share Units (4)

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.

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 22.45	06/10/2015		M	6,2	200	<u>(5)</u>	11/30/2016	Common Stock	6,20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dordell Timothy P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Secretary, General Counsel

Signatures

/s/ Nancy A. McGrath, Attorney-In-Fact 06/11/2015

**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) 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 \$69.56 to \$69.97, 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

Reporting Owners 2

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price within the range set forth in this footnote.

- (2) Includes 0.532 shares of common stock acquired by the reporting person since the date of his last report under The Toro Company Dividend Reinvestment Plan.
- (3) Includes 0.352 net shares acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP less quarterly non-discretionary administrative fees.
- (4) Includes 151.692 performance share units acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.
- (5) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 30, 2006.

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.