TORO CO Form 4 June 15, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

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**SECURITIES** obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dordell Timothy P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

TORO CO [TTC] 3. Date of Earliest Transaction

(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH 06/11/2015

Director 10% Owner Other (specify \_X\_\_ Officer (give title

(Check all applicable)

below)

VP, Secretary, General Counsel

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### BLOOMINGTON, MN 55420-1196

(City)	(State) (Zi	Table	I - Non-De	rivative S	ecurit	ies Acquir	ed, Disposed of,	or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	06/11/2015		M	350	A	\$ 22.45	519.32	D	
Common Stock	06/11/2015		S	350	D	\$ 70	169.32	D	
Common Stock	06/12/2015		M	5,850	A	\$ 22.45	6,019.32	D	
Common Stock	06/12/2015		S	5,850	D	\$ 70.009 (1)	169.32	D	
Common Stock							145.969	I	By Trust

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Company Common 117.514 Investment, Stock Savings & **ESOP** Performance 41,672.984 D **Share Units** 

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

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The Toro

(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)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 22.45	06/11/2015		M	350	(2)	11/30/2016	Common Stock	350
Non-Qualified Stock Option	\$ 22.45	06/12/2015		M	5,850	(2)	11/30/2016	Common Stock	5,85

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
reposing 6 miles standy standed	Director	10% Owner	Officer	Other			
Dordell Timothy P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			VP, Secretary, General Counsel				
Signatures							

Date

## Signatures

/s/ Nancy A. McGrath,	06/15/2015
Attorney-In-Fact	00/13/2013

Reporting Owners 2 Edgar Filing: TORO CO - Form 4

## **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).
- 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 \$70.00 to \$70.01, 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 price within the range set forth in this footnote.
- 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.