Edgar Filing: TORO CO - Form 4

Form 4										
November 03	Λ							-	PPROVAL	
-	UNITEDS		RITIES A shington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or	s box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Ad HARLESS K	Symbol	2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (Check			k all applicable)				
8111 LYND		(Month/Day/Year) 11/01/2016				X_Director10% Owner Officer (give titleOther (specify below) below)				
		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				
BLOOMING	GTON, MN 55420)-1196						More than One R		
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative s	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock Units	11/01/2016		Code V A	Amount 1,268 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 6,374.247 (2)	D		
Common Stock							61,896 <u>(3)</u>	D		

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)

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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. Transacti Code (Instr. 8)	5. Number onof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option	\$ 47.17	11/01/2016		А	4,951 (4)	(5)	11/01/2026	Common Stock	4,95

Reporting Owners

Reporting Owner Name / Address				
Topologie (100 Topologie (100 Topologie)	Director	10% Owner	Officer	Other
HARLESS KATHERINE J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	Х			
Signatures				
/s/ Nancy A. McGrath, Attorney-In-Fact	1	1/03/2016		
**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).

Annual common stock award for service as a non-employee director issued under The Toro Company Amended and Restated 2010
 Equity and Incentive Plan, as amended (the "Amended and Restated 2010 Plan"). The reporting person has deferred the payout of her stock award under The Toro Company Deferred Compensation Plan for Non-Employee Directors (the "Deferred Plan") and, accordingly, the reporting person's stock award is paid in common stock units under the Deferred Plan.

On September 16, 2016, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's

- (2) ownership of 2,516.974 additional common stock units. Also includes 72.299 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of the Deferred Plan since the date of her last report. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- (3) Includes 30,948 additional shares of common stock acquired as a result of the Stock Split.
- (4) Annual option grant for service as a non-employee director issued under the Amended and Restated 2010 Plan.
- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of 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.