TORO CO Form 4 June 03, 2015

# FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALKIRE DAVID H			Symbol	er Name <b>ar</b>	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(Last) (First) (Middl		3. Date of	of Earliest	Fransaction	(energy an approache)				
8111 LYNI	DALE AVENUE	SOUTH	(Month/2	Day/Year) 2015		DirectorX Officer (gibelow) VP	ve title1 below) , RLC Busines	Other (specify		
(Street)			4. If Am	endment, I	Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mo	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person					
BLOOMIN	IGTON, MN 5542	20-1196				Form filed by Person	More than One	Reporting		
(City)	(State)	(Zip)	Tab	ole I - Non	Derivative Securities Acc	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				4. Securities Acquired or(A) or Disposed of (D)  (Instr. 3, 4 and 5)	5. Amount of Securities	6. Ownership	7. Nature of Indirect		

Security	(Month/Day/Year)	Execution Date, if	Transaction	or(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				( A )	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	06/01/2015		F	691 (1) D \$ 68.43	3,442.223 <u>(2)</u>	D	

Company Common 5,475.967 (3) I Investment, Stock Savings & **ESOP** 

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

The Toro

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALKIRE DAVID H 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, RLC Businesses

# **Signatures**

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

06/03/2015

\*\*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) Represents shares of common stock withheld for the payment of taxes in connection with the vesting on June 1, 2015, of 2,077.631 shares of restricted stock and related dividend reinvestment shares.
- (2) Includes 16.002 shares of common stock acquired by the reporting person since the date of his last report under The Toro Company Dividend Reinvestment Plan on 2,061.629 shares of restricted stock.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 41.681 net shares (3) acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP) less quarterly non-discretionary administrative fees; and 57.894 shares acquired through issuer annual investment fund contributions to the IS&ESOP.

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.

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