Washington, D.C. 20549

TORO CO Form 4 December 07, 2015

if no longer

Section 16.

subject to

## FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **BURKART PHILIP A** 

(First)

2. Issuer Name and Ticker or Trading

Symbol

TORO CO [TTC]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH

12/03/2015

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

VP, Irrig. & Lighting Business

(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

Issuer

#### BLOOMINGTON, MN 55420-1196

(City)	(State) (Z	Table	I - Non-De	erivative S	ecurit	ties Acqu	ired, Disposed of	, or Benefici	ally 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)	4. Securion(A) or D (Instr. 3,	(A)	ed 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	12/03/2015		A	2,407 (1)	A	\$ 0	86,460	D	
Common Stock	12/03/2015		F	905	D	\$ 74.33	85,555	D	
Common Stock							39,103.501 ( <u>2)</u>	I	The Toro Company Investment, Savings & ESOP
Performance Share Units							17,165.998 (3)	D	

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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)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc 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	\$ 77.64	12/04/2015		A	4,100	<u>(4)</u>	12/04/2025	Common Stock	4,10

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

BURKART PHILIP A VP, Irrig. & 8111 LYNDALE AVENUE SOUTH Lighting BLOOMINGTON, MN 55420-1196 Business

## **Signatures**

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

\*\*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).

Represents the payout of a Performance Share Award for the Fiscal 2013 to Fiscal 2015 Performance Period under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended, (the "Amended and Restated 2010 Plan") as approved by the

- (1) registrant's Compensation & Human Resources Committee of its Board of Directors on December 1, 2015, and which was conditioned upon and subject to confirmation by the registrant's Fiscal 2015 financial results that were released on December 3, 2015. Performance Share Awards are paid in shares of common stock under the Amended and Restated 2010 Plan.
- (2) Includes 413.456 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.

**(3)** 

Reporting Owners 2

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Includes 181.746 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.

(4) 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.