ETTINGER JEFFREY M

Form 4

December 19, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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

Form 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ETTINGER JEFFREY M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

TORO CO [TTC]

(Check all applicable) X_ Director 10% Owner

8111 LYNDALE AVENUE SOUTH

12/15/2017

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

BLOOMINGTON, MN 55420

(Street)

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common Stock

12/15/2017

Code V Amount (D) Price 1,402 A

(A)

36,284.646

Transaction(s) (Instr. 3 and 4)

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 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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title an	d 8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	f Derivative	Deriv
Security	y or Exercise		any	Code	of	(Month/Day	/Year)	Underlyin	g Security	Secui
(Instr. 3	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ive		Securities	(Instr. 5)	Bene
	Derivative				Securities Acquired		(Instr. 3 ar	nd 4)	Own	
	Security								Follo	
					(A) or					Repo
					Disposed	l				Trans
					of (D)					(Instr
					(Instr. 3,	(Instr. 3,				
					4, and 5)					
				Code V	(A) (D)	Date	Evniration	Title Am	ount	
				Code v	(A) (D)	Exercisable			lount	
						Exercisable	Date	or	1	
									mber	
								of		
								Sha	ares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ETTINGER JEFFREY M
8111 LYNDALE AVENUE SOUTH X
BLOOMINGTON, MN 55420

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).
- (1) Represents shares of common stock issued to the reporting person under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended and restated, in lieu of cash compensation for calendar year 2017.

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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