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HARLESS KATHERINE J

Form 4

January 18, 2018

FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HARLESS KATHERINE J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TORO CO [TTC]

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

01/16/2018

_X__ Director 10% Owner _ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

8111 LYNDALE AVENUE SOUTH (Street)

(First)

(Middle)

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

Person

BLOOMINGTON, MN 55420-1196

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities a proper Disposed of (Instr. 3, 4 an	of (D)	ed (A)	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 Units	01/16/2018		D	1,851.108 (1)	D	\$ 0	5,548.946 (2)	D			
Common Stock	01/16/2018		A	1,851	A	\$0	73,523	D			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	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)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	or Title Numb			
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Other

HARLESS KATHERINE J 8111 LYNDALE AVENUE SOUTH X BLOOMINGTON, MN 55420-1196

Signatures

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

01/18/2018

Date

**Signature of Reporting Person

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 1,750 shares of common stock and 101.108 related dividend reinvestment shares in connection with an annual common stock award for service as a non-employee director issued under The Toro Company 2010 Equity and Incentive Plan, as amended. The reporting person previously deferred the payout of her common stock award under The Toro Company Deferred

- Compensation Plan for Non-Employee Directors (the "Deferred Plan") and, accordingly, the reporting person's annual common stock award was initially paid in common stock units under the Deferred Plan. A common stock unit under the Deferred Plan is the economic equivalent of one share of Toro common stock. The reporting person previously elected to receive a single lump sum distribution, payable in January 2018 under the terms of the Deferred Plan, and, therefore, the common stock units were settled for shares of Toro common stock.
- Includes 16.757 common stock units acquired by the reporting person under the dividend reinvestment feature of the Deferred Plan since the date of her last report.

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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