

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>DAHL AMY E</u><br><br>(Last) (First) (Middle)<br><u>8111 LYNDALE AVENUE SOUTH</u><br><br>(Street)<br><u>BLOOMINGTON MN</u> <u>55420</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TORO CO</u> [ <u>TTC</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP, Human Resources</u> |
| 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/07/2015</u>   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person                              |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

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. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 12/07/2015                           |  | M                              |   | 38.567  | A          | \$0     | 607.089   | D  |   |
| Common Stock                    | 12/07/2015                           |  | F                              |   | 13  | D          | \$77.38 | 594.089   | D  |   |
| Common Stock                    | 12/07/2015                           |  | M                              |   | 39.072  | A          | \$0     | 633.161   | D  |   |
| Common Stock                    | 12/07/2015                           |  | F                              |   | 14  | D          | \$77.38 | 619.161   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,412.909   | I  | The Toro Company Investment, Savings & ESOP           |

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. Transaction Code (Instr. 8) |   | 5. Number of 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 of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (1)  | 12/07/2015                           |  | M                              |   |  | 38.567 | (2)  | (2)             | Common Stock  | 38.567                     | \$0  | 78.146   | D   |  |
| Restricted Stock Units                     | (1)  | 12/07/2015                           |  | M                              |   |  | 39.072 | (3)  | (3)             | Common Stock  | 39.072                     | \$0  | 40.101   | D   |  |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Toro common stock.
2. The restricted stock units vest and become non-forfeitable in three equal annual installments commencing on December 5, 2015, which is the first anniversary of the date of grant.
3. The restricted stock units vest and become non-forfeitable in three equal annual installments commencing on December 6, 2014, which was the first anniversary of the date of grant.

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

12/09/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.