

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 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

1. Name and Address of Reporting Person* <u>DAHL AMY E</u> (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u> (Street) <u>BLOOMINGTON MN 55420</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [TTC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2016</u>	
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	12/05/2016		M		78.24	A	\$0	2,114.026 ⁽¹⁾	D	
Common Stock	12/05/2016		F		27	D	\$52.75	2,087.026	D	
Common Stock	12/06/2016		M		239.878	A	\$0	2,326.904	D	
Common Stock	12/06/2016		F		81	D	\$54.52	2,245.904	D	
Common Stock	12/06/2016		M		81.352	A	\$0	2,327.256	D	
Common Stock	12/06/2016		F		28	D	\$54.52	2,299.256	D	
Common Stock								3,046.901 ⁽²⁾	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	(3)	12/05/2016		M			78.24	(4)	(4)	Common Stock	78.24 ⁽⁵⁾	\$0	80.292	D	
Restricted Stock Units	(3)	12/06/2016		M			239.878	(6)	(6)	Common Stock	239.878 ⁽⁵⁾	\$0	0	D	
Restricted Stock Units	(3)	12/06/2016		M			81.352	(7)	(7)	Common Stock	81.352 ⁽⁵⁾	\$0	0	D	

Explanation of Responses:

- On September 16, 2016, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's ownership of 1,017.893 additional shares of common stock. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- Includes the following shares of common stock acquired by the reporting person since the date of her last report: 18,571 post-split shares acquired through regular individual and issuer matching contributions to The Toro Company Investment, Savings & ESOP (the "IS&ESOP"); 19,278 post-split net shares acquired under the dividend reinvestment feature of the IS&ESOP less quarterly non-discretionary administrative fees; and 1,504,526 additional shares of common stock as a result of the Stock Split.
- Each restricted stock unit represents a contingent right to receive one share of Toro common stock.
- The restricted stock units and related dividend equivalents vest and become non-forfeitable in three equal annual installments commencing on December 5, 2015, which was the first anniversary of the date of grant.
- The restricted stock units were adjusted to reflect the Stock Split.
- The restricted stock units and related dividend equivalents vested and became non-forfeitable in full on December 6, 2016, which is the third anniversary of the date of grant.
- The restricted stock units and related dividend equivalents vested and became 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

12/07/2016

** 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.