

| OMB APPROVAL                                 |           |
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**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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Funk Edric C</u><br><br>(Last) (First) (Middle)<br><u>8111 LYNDALE AVENUE SOUTH</u><br><br>(Street)<br><u>BLOOMINGTON MN 55420</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TORO CO [ TTC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <span style="float:right">10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span><br><u>Group VP, Golf, Grounds &amp; Irr</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/27/2022</u> |   |

**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                    | 12/27/2022                           |  | S                              |   | 142.885   | D          | \$114.234 <sup>(1)</sup> | 0   | D  |   |
| Common Stock                    | 12/27/2022                           |  | M                              |   | 1,475   | A          | \$76.53                  | 1,475   | D  |   |
| Common Stock                    | 12/27/2022                           |  | S                              |   | 1,475   | D          | \$114.196                | 0   | D  |   |
| Common Stock                    | 12/27/2022                           |  | M                              |   | 1,475   | A          | \$76.53                  | 1,475   | D  |   |
| Common Stock                    | 12/27/2022                           |  | S                              |   | 1,475   | D          | \$114.216                | 0   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 2,867.33  | I  | The Toro Company Retirement Plan                      |

**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 |
| Non-Qualified Stock Option                 | \$76.53  | 12/27/2022                           |  | M                              |   |  | 1,475 | (2)  | 12/19/2029      | Common Stock  | 1,475                                      | \$0  | 0   | D  |       |
| Non-Qualified Stock Option                 | \$76.53  | 12/27/2022                           |  | M                              |   |  | 1,475 | (3)  | 12/19/2029      | Common Stock  | 1,475                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares of common stock were sold in multiple transactions at prices ranging from \$114.230 to \$114.240, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vested in three equal annual installments commencing on the first anniversary of the December 19, 2019 grant date.
- The option vested in full on the third anniversary of the December 19, 2019 grant date.

/s/ Amy E. Dahl, Attorney-in-Fact 12/29/2022

\*\* 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.