FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| shington, D.C. 20549 |  |
|----------------------|--|
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|  | <b>STATEMENT</b> | <b>OF CHANGES</b> | IN BENEFICIAL | <b>OWNERSHIP</b> |
|--|------------------|-------------------|---------------|------------------|
|--|------------------|-------------------|---------------|------------------|

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

| Name and Address of Reporting Person* COOPER JANET KATHERINE                                                                                 |                                                                       |                                            |                                                         |                                                             | 2. Issuer Name and Ticker or Trading Symbol TORO CO [ TTC ] |                          |       |        |                                                            |         |                    |                           | Relationship<br>heck all appl<br>X Direct | icable)                                                                                                                                    | *                                                                                                                  |                                                       | uer<br><i>r</i> ner |                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--------------------------|-------|--------|------------------------------------------------------------|---------|--------------------|---------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------|--------------------------------------------------------------------|
| (Last)<br>8111 LY                                                                                                                            | •                                                                     | rst)<br>/ENUE SOUTH                        | (Middle)                                                |                                                             | 3. Date of Earliest Transaction (Month/Day/Year) 01/07/2021 |                          |       |        |                                                            |         |                    |                           | Office<br>below                           | r (give title<br>)                                                                                                                         |                                                                                                                    | Other (s<br>below)                                    | pecify              |                                                                    |
| (Street)                                                                                                                                     | INGTON 1                                                              | MN                                         | 55420-1                                                 | 196                                                         | 4. If Amendment, Date of                                    |                          |       |        | of Original Filed (Month/Day/Year)                         |         |                    |                           |                                           | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |                                                                                                                    |                                                       |                     | n                                                                  |
| (City)                                                                                                                                       | (Si                                                                   | tate)                                      | (Zip)                                                   |                                                             |                                                             |                          |       |        |                                                            |         |                    |                           |                                           | reisu                                                                                                                                      |                                                                                                                    |                                                       |                     |                                                                    |
|                                                                                                                                              |                                                                       | Tab                                        | le I - No                                               | n-Deriv                                                     | /ative                                                      | Sec                      | curit | ies Ac | quired                                                     | , Dis   | sposed o           | of, or Be                 | neficia                                   | lly Owne                                                                                                                                   | d                                                                                                                  |                                                       |                     |                                                                    |
| 1. Title of Security (Instr. 3)                                                                                                              |                                                                       | 2. Transaction<br>Date<br>(Month/Day/Year) |                                                         | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                                                             | Transaction Code (Instr. |       |        | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 |         | Benefic<br>Owned   | ies<br>ially<br>Following | Form:                                     | Direct of Indirect str. 4)                                                                                                                 | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                                                                |                                                       |                     |                                                                    |
|                                                                                                                                              |                                                                       |                                            |                                                         |                                                             |                                                             |                          |       | Code   | v                                                          | Amount  | mount (A) or Pri   |                           | Transac                                   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                                                                                             |                                                                                                                    |                                                       | Instr. 4)           |                                                                    |
| Common Stock (                                                                                                                               |                                                                       | 01/07                                      | /2021                                                   |                                                             |                                                             |                          | М     |        | 2,281                                                      | . A     | \$21.5             | 55 2                      | 2,281                                     |                                                                                                                                            | D                                                                                                                  |                                                       |                     |                                                                    |
| Common Stock 01/0                                                                                                                            |                                                                       | 01/07                                      | //2021                                                  | 2021                                                        |                                                             |                          | S     |        | 2,281                                                      | 2,281 D |                    | 1                         | 0                                         |                                                                                                                                            | D                                                                                                                  |                                                       |                     |                                                                    |
| Common Stock                                                                                                                                 |                                                                       |                                            |                                                         |                                                             |                                                             |                          |       |        |                                                            |         |                    | 24                        | 1,897                                     |                                                                                                                                            | I ]                                                                                                                | By trust                                              |                     |                                                                    |
| Common Stock Units                                                                                                                           |                                                                       |                                            |                                                         |                                                             |                                                             |                          |       |        |                                                            |         |                    |                           | 46,4                                      | 29.818                                                                                                                                     |                                                                                                                    | D                                                     |                     |                                                                    |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |                                                                       |                                            |                                                         |                                                             |                                                             |                          |       |        |                                                            |         |                    |                           |                                           |                                                                                                                                            |                                                                                                                    |                                                       |                     |                                                                    |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date<br>of any<br>(Month/Day/Ye |                                                             | 4.<br>Transactio<br>Code (Inst<br>8)                        |                          | on of |        | 6. Date Exercisa<br>Expiration Date<br>(Month/Day/Year     |         | te                 | Amount of                 |                                           | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                                                                                        | 9. Number<br>derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | Ownersl<br>Form:<br>Direct (Dor Indire<br>(I) (Instr. | Ownership           | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                                                                                                                              |                                                                       |                                            |                                                         |                                                             | Code                                                        | v                        | (A)   | (D)    | Date<br>Exercisa                                           |         | Expiration<br>Date | Title                     | Amount<br>or<br>Number<br>of<br>Shares    |                                                                                                                                            |                                                                                                                    |                                                       |                     |                                                                    |
| Non-<br>Qualified<br>Stock<br>Option                                                                                                         | \$21.555                                                              | 01/07/2021                                 |                                                         |                                                             | M                                                           |                          |       | 2,281  | (1)                                                        |         | 11/01/2022         | Common<br>Stock           | 2,281                                     | \$0                                                                                                                                        | 0                                                                                                                  |                                                       | D                   |                                                                    |

## Explanation of Responses:

1. The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2012.

/s/ Angela D. Snavely, 01/08/2021 Attorney-in-Fact

\*\* 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.