FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

ENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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*			2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]							(Checl	k all app Direc	plicable) ctor		10% Owner			
•	ile)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2014						X Officer (give title Other (specify below) VP, Global Operations									
554	20-1196	4.	4. If Amendment, Date of Original Filed (Month/Day/Y					ay/Year		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(Zip)																	
Table I - Non-Derivative Securities le of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)					9,	4. Securities Acquired			cquired	(A) or	5 S E	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	An	nount	(A) or (D)	Price	⊤	Transact	ion(s)			(111501. 4)
	05/27/201	4				S		2,	722.693	D	\$64.443	(1)	()		D	
													58.6	82 ⁽²⁾		I	The Toro Company Investment, Savings & ESOP
													14,305.462(3)			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
Exe) if a	ecution Date, ny			of Deriv Secu Acqu (A) o Disp of (D	vative irities uired or osed) r. 3, 4	Ex (M	piratic	on Da	ate (ear)	Amou Secur Under Deriva Secur and 4	nt of ities lying ative ity (Instr. 3	Deri	rivative curity	derivative Securities Beneficia Owned Following Reported	e S Illy	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
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Individual or Joint/Group Filing (Check Line) X Form filed by More than One Represson Form filed by More than One Represson A Deemed (Month/Day/Year) (Month/Day/Year) Code V Amount (A) or Price Transaction Tra

Explanation of Responses:

- 1. 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 \$64.318 to \$64.54, 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
- 2. Includes 0.021 net shares acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP less quarterly nondiscretionary administrative fees
- 3. Includes 45.644 performance share units acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.

/s/ Nancy A. McGrath, 05/29/2014 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.