SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person[*] Smith Kevin L (Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH (Street) BLOOMINGTON MN 55420 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2022	Director 10% Owner X Officer (give title below) Other (specify below) Vice President, Ditch Witch
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	12/21/2022		A		648[(1)]	A	$0	2,125.23	D	
Common Stock	12/21/2022		F		189	D	$112.87	1,936.23	D	
Common Stock								1.019	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	Amount or Number of Shares				
Non-Qualified Stock Option	$111.15	12/22/2022		A		4,700		[(2)]	12/22/2032	Common Stock	4,700	$0	4,700	D	

Explanation of Responses:

1. Represents the payout of a Performance Share Award for the Fiscal 2020 to Fiscal 2022 Performance Period under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended and restated (the "Amended and Restated 2010 Plan"), as approved by the Issuer's Compensation & Human Resources Committee of its Board of Directors on December 13, 2022, and which was conditioned upon and subject to confirmation by the Issuer's Fiscal 2022 financial results that were released on December 21, 2022. Performance Share Awards are paid in shares of common stock under the Amended and Restated 2010 Plan.

2. The option vests in three equal annual installments commencing on the first anniversary of the December 22, 2022 grant date.

/s/ Amy E. Dahl, Attorney-in-Fact	12/23/2022
** Signature of Reporting Person	Date