

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STEINHAFEL GREGG W</u>  (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u>  (Street) <u>BLOOMINGTON MN 55420-1196</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/23/2015		M		5,246	A	\$26.805	18,817	D	
Common Stock	02/23/2015		F		2,097	D	\$67.26	16,720	D	
Common Stock	02/23/2015		M		6,674	A	\$16.89	23,394	D	
Common Stock	02/23/2015		F		1,683	D	\$67.275	21,711	D	
Common Stock	02/23/2015		M		7,554	A	\$18.505	29,265	D	
Common Stock	02/23/2015		F		2,087	D	\$67.236	27,178	D	
Common Stock Units								2,675.409 <sup>(1)</sup>	D	

**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	\$26.805	02/23/2015		M			5,246	(2)	11/01/2017	Common Stock	5,246	\$0	0	D	
Non-Qualified Stock Option	\$16.89	02/23/2015		M			6,674	(3)	11/03/2018	Common Stock	6,674	\$0	0	D	
Non-Qualified Stock Option	\$18.505	02/23/2015		M			7,554	(4)	11/02/2019	Common Stock	7,554	\$0	0	D	

**Explanation of Responses:**

- Includes 10.84 common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report.
- The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2007.
- The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 3, 2008.
- The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 2, 2009.

/s/ Nancy A. McGrath,  
Attorney-In-Fact

02/25/2015

\*\* 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.