FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| vvasinington, | D.O. 20040 | |
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| OMB API | PROVAL |
|-------------------|-----------|
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hours per response:

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* ETTINGER JEFFREY M | | | | | | 2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | | | | | | |
|---|--|--|--|---------|---|--|-------|--------|--------------------|--|------------|----------------------------|--|-----------------------------------|----------|--|---|--|--|--|
| (Last) | | | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/23/2023 | | | | | | | | | X | | fficer (give title | | 10% Ov Other (s below) | · |
| 8111 LYNDALE AVENUE SOUTH | | | | | 4. 11 | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Line) | | | | | | | | | | Joint/Group Filing (Check Applicable | | | | |
| (Street) BLOOMINGTON MN 55420 | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | |
| | | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | |
| | | Tab | le I - Noi | n-Deriv | ative | Sec | uriti | ies Ac | qui | ired, [| Dis | posed c | of, or Be | enefic | ially | Owned | i | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | ,] | Transaction Dispos | | Disposed | ties Acqui d Of (D) (In | red (A) o str. 3, 4 | and Secu Bene Own | | es ally Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | - | Code | v | Amount | (A) o (D) | r Pri | e | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) |
| Common Stock | | | | 03/23 | 3/2023 | | | | | M | | 5,104 | 1 A | \$2 | 9.23 | 72,990 | | | D | |
| Common Stock 03/23. | | | | 3/2023 | | | | | F | | 1,371 D \$ | | \$1 | 08.9 | 9 71,619 | | | 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. Deeme Execution if any (Month/Day | Date, | | ransaction ode (Instr. | | n of E | | 5. Date Exercisable ar Expiration Date Month/Day/Year) | | | 7. Title ar Amount of Securitie Underlyin Derivativ (Instr. 3 a | of s ig e Secur | E | B. Price of Derivative Gecurity Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | ve es ally ng d tion(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exe | e ercisable | | xpiration ate | Title | Amou or Numb of Share | er | | | | | |
| Non- Qualified Stock | \$29.23 | 03/23/2023 | | | М | | | 5,104 | | (1) | 1 | 1/01/2023 | Common Stock | 5,10 |)4 | \$0 | 0 | | D | |

Explanation of Responses:

Option

1. The option vested in three equal annual installments commencing on the first anniversary of the November 1, 2013 grant date.

/s/ Amy E. Dahl, 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.