

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).

OMB APPROVAL	
OMB Number:	3235-0287
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. Name and Address of Reporting Person * <u>HOFFMAN MICHAEL J</u>  (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u>  (Street) <u>BLOOMINGTON MN</u> <u>55420-1196</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TORO CO</u> [ <u>TTC</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chairman &amp; CEO</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	12/03/2015		A		39,960 <sup>(1)</sup>	A	\$0	601,607.412 <sup>(2)</sup>	D	
Common Stock	12/03/2015		F		19,261	D	\$74.33	582,346.412	D	
Common Stock								20	I	By Son
Common Stock								124,415.687 <sup>(3)</sup>	I	Held by Michael J. Hoffman Irrevocable Lifetime Family Trust
Common Stock								67,472.048 <sup>(4)</sup>	I	The Toro Company Investment, Savings & ESOP

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option	\$77.64	12/04/2015		A		69,000	(5)	12/04/2025	Common Stock	69,000	\$0	69,000	D	

Explanation of Responses:

1. Represents the payout of a Performance Share Award for the Fiscal 2013 to Fiscal 2015 Performance Period under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended, (the "Amended and Restated 2010 Plan") as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors on December 1, 2015, and which was conditioned upon and subject to confirmation by the registrant's Fiscal 2015 financial results that were released on December 3, 2015. Performance Share Awards are paid in shares of common stock under the Amended and Restated 2010 Plan.
2. Includes 1,182.76 shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Direct Stock Purchase Plan (the "DRIP") since the date of his last report.
3. Includes 417,594 shares of common stock acquired by the reporting person under the DRIP since the date of his last report.
4. Includes 226,456 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 non-discretionary administrative fees.
5. The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Nancy A. McGrath,  
Attorney-In-Fact  
\*\* Signature of Reporting Person  
12/07/2015  
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.**