| SEC Form 4 |  |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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 Number:       | 3235-0287 |  |  |  |  |  |  |  |
|-------------------|-----------|--|--|--|--|--|--|--|
| Estimated average | aurdan    |  |  |  |  |  |  |  |

|     | irs per response:     | 0.5 |
|-----|-----------------------|-----|
| Est | imated average burden |     |

| 1. Name and Address of Reporting Person* $Grams Blake M$ | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TORO CO</u> [ TTC ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |  |  |  |
|--|---|--|--|--|--|--|--|
| (Last) (First) (Middle)<br>8111 LYNDALE AVENUE SOUTH     | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/11/2017            | Director     10% Owner       X     Officer (give title<br>below)     Other (specify<br>below)       VP, Global Operations  |  |  |  |  |  |
| (Street)<br>BLOOMINGTON MN 55420-1196                    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | <ul> <li>6. Individual or Joint/Group Filing (Check Applicable<br/>Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul> |  |  |  |  |  |
| (City) (State) (Zip)                                     |   | Person   |  |  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. D Exect (Month/Day/Year) |  | Code (Instr. |   | 4. Securities<br>Disposed Of |               |                                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership     |
|---------------------------------|--|--|--------------|---|------------------------------|---------------|---------------------------------|---|---|---|
|                                 |  |  | Code         | v | Amount                       | (A) or<br>(D) | Price                           | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |
| Common Stock                    | 12/11/2017   |  | S            |   | 2,795                        | D             | <b>\$</b> 65.854 <sup>(1)</sup> | 0   | D   |   |
| Common Stock                    |  |  |              |   |                              |               |                                 | 65.92   | Ι   | The Toro<br>Company<br>Investment,<br>Savings &<br>ESOP |
| Performance Share Units         |  |  |              |   |                              |               |                                 | 34,721.838  | D   |   |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | (   |  |   |                              |   |     |     |  |                    |   |  |   |  |  |  |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

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 \$65.78 to \$65.94, 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.

<u>/s/ Nancy A. McGrath,</u> <u>Attorney-In-Fact</u>

<u>12/13/2017</u>

\*\* 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.