

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>O'Rourke James Calvin</u>  (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u>  (Street) <u>BLOOMINGTON MN 55420</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>11/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								0 <sup>(1)</sup>	I	GRAT #2
Common Stock								0 <sup>(1)</sup>	I	GRAT #1
Common Stock	11/01/2024		A		1,101 <sup>(2)</sup>	A	\$81.5	27,051 <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					
Non-Qualified Stock Option	\$81.5	11/01/2024		A		2,167 <sup>(3)</sup>		(4)	11/01/2034	Common Stock	2,167		D	

**Explanation of Responses:**

- The reporting person indirectly held the following shares in the respective grantor retained annuity trust (GRAT) for the benefit of the reporting person: (a) 3,515 shares of TTC common stock ("GRAT 2 Shares") in GRAT 2; (b) 7,802 shares of TTC common stock ("GRAT 1 Shares") in GRAT 1; and (c) 12,034 shares of TTC common stock ("GRAT 2B Shares") in GRAT 2B. Upon termination of the respective GRAT, the following shares were distributed to the reporting person: (a) 3,515 of the GRAT 2 Shares from GRAT 2; (b) 7,802 of the GRAT 1 Shares from GRAT 1; and 12,034 of the GRAT 2B Shares from GRAT 2B.
- Annual common stock award for service as a non-employee director issued under The Toro Company 2022 Equity and Incentive Plan.
- Annual option grant for service as a non-employee director issued under The Toro Company 2022 Equity and Incentive Plan.
- The option vests in three equal annual installments commencing on the first anniversary of the November 1, 2024 grant date.

**Remarks:**

/s/ Joanna M. Totsky, Attorney-in-Fact 11/05/2024

\*\* 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.

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