TORO CO Form 4 November 03, 2016

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading STEINHAFEL GREGG W Symbol

TORO CO [TTC]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH 11/01/2016

(Zip)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

5. Relationship of Reporting Person(s) to

Applicable Line)

\_X\_ 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

Issuer

BLOOMINGTON, MN 55420-1196

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

1,268 11/01/2016 A \$0 57,164 (2) D A (1)

Common 5,485.738 (3) D Stock Units

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

(9-02)

#### Edgar Filing: TORO CO - Form 4

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. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	,	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 47.17	11/01/2016		A	4,951 (4)	(5)	11/01/2026	Common Stock	4,95

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
STEINHAFEL GREGG W 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	X					

# **Signatures**

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

11/03/2016

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) Annual common stock award for service as a non-employee director issued under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended (the "Amended and Restated 2010 Plan").
- On September 16, 2016, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's ownership of 27,948 additional shares of common stock. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- Includes 53.95 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro

  (3) Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report and 2,715.894 additional common stock units acquired as a result of the Stock Split.
- (4) Annual option grant for service as a non-employee director issued under the Amended and Restated 2010 Plan.
- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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