TORO CO Form 4 November 03, 201

Common

Stock

Units

November 03, 2016 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BUHRMASTER ROBERT C Issuer Symbol TORO CO [TTC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 8111 LYNDALE AVENUE SOUTH 11/01/2016 below) 6. Individual or Joint/Group Filing(Check (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BLOOMINGTON, MN 55420-1196 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,268 34,304.703 11/01/2016 A \$0 D A (1) (2) Stock Held by the Robert C Buhrmaster Common 34,193.955 Ι Grantor (3) Stock Retained Annuity

Trust

17,828.642

(4)

D

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

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 control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number on f 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 A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 47.17	11/01/2016		A	4,951 (5)	<u>(6)</u>	11/01/2026	Common Stock	4,95

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUHRMASTER ROBERT C

8111 LYNDALE AVENUE SOUTH X

8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

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 16,423.579 additional shares of common stock. Also includes 189.545 post-split shares of common stock acquired by the
- (2) reporting person under the dividend reinvestment feature of The Toro Company Direct Stock Purchase Plan (the "DRIP") since the date of his last report. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.

(3)

Reporting Owners 2

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Includes 403.109 post-split shares of common stock acquired by the reporting person under the DRIP since the date of his last report and 16,895.423 additional shares of common stock as a result of the Stock Split.

- Includes 175.336 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro (4) Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report and 8,826.653 additional common stock units acquired as a result of the Stock Split.
- (5) Annual option grant for service as a non-employee director issued under the Amended and Restated 2010 Plan.
- (6) 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.