Olson Richard M Form 4 December 11, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

(Middle)

(Zip)

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

Stock

1. Name and Address of Reporting Person * Olson Richard M

(First)

8111 LYNDALE AVENUE SOUTH

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TORO CO [TTC]

3. Date of Earliest Transaction

_X__ Director 10% Owner

(Check all applicable)

(Month/Day/Year) 12/07/2017

X_ Officer (give title Other (specify below) below)

4. If Amendment, Date Original

Chairman & CEO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BLOOMINGTON, MN 55420

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 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: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (I)

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

 $15,707.36 \frac{(3)}{}$ I

Code V Amount (D) Price

Performance 8,063 12/07/2017 A \$0 31,061.53 (2) D **Share Units** (1)

Common 5,038.461 D Stock

Common

The Toro Company Investment, Savings &

ISOP

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

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SEC 1474 (9-02)

Stock

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)	` ,		ate	7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-Qualified	\$ 65.93	12/08/2017		A	102,400	<u>(4)</u>	12/08/2027	Common	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
<u>.</u>	Director	10% Owner	Officer	Other		
Olson Richard M						

8111 LYNDALE AVENUE SOUTH Chairman & CEO X **BLOOMINGTON, MN 55420**

Signatures

Stock Option

/s/ Nancy A. McGrath, 12/11/2017 Attorney-In-Fact

**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).

Represents the payout of a Performance Share Award for the Fiscal 2015 to Fiscal 2017 Performance Period under The Toro Company Amended and Restated 2010 Equity and Incentive Plan, as amended and restated, as approved by the issuer's Compensation & Human

- Resources Committee of its Board of Directors on December 5, 2017, and which was conditioned upon and subject to confirmation by the issuer's Fiscal 2017 financial results that were released on December 7, 2017. The reporting person has deferred the payout of his Performance Share Award under The Toro Company Deferred Compensation Plan for Officers (the "Deferred Plan") and, accordingly, the reporting person's Performance Share Award is paid in performance share units under the Deferred Plan.
- Includes 120.096 performance share units acquired by the reporting person since the date of his last report under the dividend **(2)** reinvestment feature of the Deferred Plan.
- Includes 81.533 net shares of common stock 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.
- (4) 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.

Reporting Owners 2

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