TORO CO Form 4 June 04, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

SECURITIES

burden hours per 0.5 response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOFFMAN MICHAEL J			2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
8111 LYNDALE AVENUE SOUTH		E SOUTH	(Month/Day/Year) 06/02/2015	_X_ Director 10% OwnerX_ Officer (give title Other (specibelow) below) Chairman, Pres. & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RI OOMING	TON MN 55	420-1196	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

BLOOMINGTON, MN 55420-1196

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqı	uired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onor Disposed of (D) (Instr. 3, 4 and 5) Benefici Owned Followir Reported Transact or (Instr. 3			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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/02/2015		Code V M	Amount 26,080	(D)	Price \$ 20.095	586,870.785 (1)	D	
Common Stock	06/02/2015		S	26,080	D	\$ 69.067 (2)	560,790.785	D	
Common Stock	06/03/2015		M	66,010	A	\$ 20.095	626,800.785	D	
Common Stock	06/03/2015		S	66,010	D	\$ 68.338 (3)	560,790.785	D	
	06/03/2015		M	23,310	A		584,100.785	D	

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Common Stock					\$ 20.095			
Common Stock	06/03/2015	S	23,310	D	\$ 69.175 (4)	560,790.785	D	
Common Stock						123,546.87 (5)	I	Held by Michael J. Hoffman Irrevocable Lifetime Family Trust
Common Stock						67,001.438 (6)	I	The Toro Company Investment, Savings & ESOP

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.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 20.095	06/02/2015		M	26,080	<u>(7)</u>	11/30/2015	Common Stock	26,0
Non-Qualified Stock Option	\$ 20.095	06/03/2015		M	66,010	<u>(7)</u>	11/30/2015	Common Stock	66,0
Non-Qualified Stock Option	\$ 20.095	06/03/2015		M	23,310	<u>(7)</u>	11/30/2015	Common Stock	23,3

SEC 1474

(9-02)

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Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

HOFFMAN MICHAEL J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

Chairman, Pres. & CEO

Signatures

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

06/04/2015

**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) Includes 2,707.314 shares of common stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan (the "DRIP") since the date of his last report.
- 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 \$69.00 to \$69.28, 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 ranges set forth in footnotes (2), (3) and (4) to this Form 4.
- (3) 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 \$68.00 to \$68.97, inclusive.
- (4) 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 \$69.01 to \$69.47, inclusive.
- (5) Includes 951.501 shares of common stock acquired by the reporting person under the DRIP since the date of his last report.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 514.548 net shares

 (6) acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP) less quarterly non-discretionary administrative fees; and 57.894 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- (7) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 30, 2005

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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