

TWOMEY CHRISTOPHER A

Form 4

September 28, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TWOMEY CHRISTOPHER A

2. Issuer Name **and** Ticker or Trading
Symbol
TORO CO [TTC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2018

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

BLOOMINGTON, MN 55420-1196

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/26/2018		M		9,244	A	\$ 14.12	9,244 D
Common Stock	09/26/2018		S		9,244	D	\$ 60.009 (1)	0 D
Common Stock	09/26/2018		M		10,048	A	\$ 13.24	10,048 D
Common Stock	09/26/2018		S		10,048	D	\$ 60.051 (2)	0 D
Common								57,508 I Held by

Stock

Christopher
A. Twomey
Revocable
TrustCommon
Stock
Units9,800.736 ⁽³⁾ D

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

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(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. 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 14.12	09/26/2018		M		9,244		<u>(4)</u>	11/01/2020	Common Stock	9,244
Non-Qualified Stock Option	\$ 13.24	09/26/2018		M		10,048		<u>(5)</u>	11/01/2021	Common Stock	10,048

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TWOMEY CHRISTOPHER A 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	X			

Signatures

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

09/28/2018

**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).

- 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 \$60.00 to \$60.08, 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 (1) and (2) to this Form 4.
- (1) 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 \$60.00 to \$60.26, inclusive.
 - (2) Includes 93,091 common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report.
 - (3) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2010.
 - (4) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was November 1, 2011.
 - (5)

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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