Altmaier Judy L Form 4 December 11, 2017

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

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

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Altmaier Judy L

> (First) (Middle)

(Last)

8111 LYNDALE AVE. S.

(Street)

2. Issuer Name and Ticker or Trading Symbol

TORO CO [TTC]

3. Date of Earliest Transaction

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

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) VP, Exmark

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BLOOMINGTON, MN 55420

| (City) | (State) (Zi | p) Table l | I - Non-De | rivative So | ecuriti | ies Acqu | iired, Disposed o | of, or Benefic | ially Owned |
|--------------------------------------|---|---|------------|-------------------------------|---------|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | Transaction(A) or Disposed of | | d of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 12/07/2017 | | Code V A | Amount 2,471 (1) | (D) | Price \$ 0 | (Instr. 3 and 4) 6,483 | D | |
| Common Stock | 12/07/2017 | | F | 1,161 | D | \$ 65.5 | 5,322 | D | |
| Performance Share Units | 12/07/2017 | | A | 2,470 (2) | A | \$0 | 48,781.411 (3) | D | |
| Common Stock | | | | | | | 718.912 (4) | I | The Toro Company Investment, Savings & |

ESOP

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|-------------------------------|---|---|---|---|--|--|--------------------|---|---------------------------------------|
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shares |
| | Non-Qualified Stock Option | \$ 65.93 | 12/08/2017 | | A | 7,600 | (5) | 12/08/2027 | Common Stock | 7,60 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Altmaier Judy L 8111 LYNDALE AVE. S.

VP, Exmark

BLOOMINGTON, MN 55420

Signatures

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

12/11/2017

Date

**Signature of Reporting Person

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 one-half 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 (the "Amended and Restated 2010 Plan"), as
- (1) 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. Performance Share Awards are paid in shares of common stock under the Amended and Restated 2010 Plan.
- (2) Represents the payout of one-half of a Performance Share Award for the Fiscal 2015 to Fiscal 2017 Performance Period under the Amended and Restated 2010 Plan, as approved by the issuers'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

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released on December 7, 2017. The reporting person has deferred the payout of this portion of her Performance Share Award under The Toro Company Deferred Compensation Plan for Officers (the "Deferred Plan") and, accordingly, this portion of the reporting person's Performance Share Award is paid in performance share units under the Deferred Plan.

- (3) Includes 370.711 performance share units acquired by the reporting person since the date of her last report under the dividend reinvestment feature of the Deferred Plan.
- Includes the following shares of common stock acquired by the reporting person since the date of her last report: 5.665 net shares

 (4) acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (the "IS&ESOP") less quarterly non-discretionary administrative fees; and 65.429 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- (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.