BURKART PHILIP A

Form 4

December 11, 2017

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 **BURKART PHILIP A** Issuer Symbol TORO CO [TTC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 8111 LYNDALE AVENUE SOUTH 12/07/2017 below) VP, Irrig. & Lighting Business (Street) 6. Individual or Joint/Group Filing(Check 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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of

Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Di		•	Securities	Ownership	Indirect
(Instr. 3)	(Mondif Buji Tear)	any	Code	(D)	юрове	u 01	Beneficially	Form:	Beneficial
(,		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	12/07/2017		A	3,641	٨	\$0	171,032	D	
Stock	12/0//2017		А	(1)	A	\$ U	171,032	ט	
Common						\$			
Stock	12/07/2017		F	1,900	D	φ 65.5	169,132	D	
Stock						05.5			
									The Toro
Common							90 272 904		Company
Common							80,373.894	I	Investment,
Stock							(2)		Savings &
									ESOP
D. C							25 21 4 005		
Performance							35,214.985	D	
Share Units							(3)		

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

3. Transaction Date 3A. Deemed

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)

7. Title and Amount

nambon.

5. Number

6. Date Exercisable and

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/		Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 65.93	12/08/2017		A	6,100	<u>(4)</u>	12/08/2027	Common Stock	6,10

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

BURKART PHILIP A VP, Irrig. & 8111 LYNDALE AVENUE SOUTH Lighting BLOOMINGTON, MN 55420-1196 Business

Signatures

1. Title of

/s/ Nancy A. McGrath, 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 (the "Amended and Restated 2010 Plan"), as approved

- (1) 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) Includes 642.956 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.

(3)

Reporting Owners 2

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Includes 281.887 performance share units acquired by the reporting person since the date of his last report under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.

(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. 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.