Grams Blake M Form 4 February 27, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
Grams Blake M

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

TORO CO [TTC]

5. Date of Earnest Transaction

____ Director ____ _X__ Officer (give title ____ below) below)

le _____ 10% Owner Other (specify

8111 LYNDALE AVENUE SOUTH

(Street)

(First)

02/25/2019

VP, Global Operations

 Individual or Joint/Group Filing(Check Applicable Line)

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

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

Person

BLOOMINGTON, MN 55420-1196

(City)	(State) (Zi	Table	I - Non-De	rivative S	ecurit	ies Acquired	l, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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	02/25/2019		M	8,200	A	\$ 14.1125	8,200	D	
Common Stock	02/25/2019		S	8,200	D	\$ 68.563 (1)	0	D	
Common Stock							133.766 (2)	I	The Toro Company Investment, Savings & ESOP
Performance Share Units							35,313.882 (3)	D	

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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 out Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
	Non-Qualified Stock Option	\$ 14.1125	02/25/2019		M	8,200	<u>(4)</u>	12/07/2021	Common Stock	8,20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Grams Blake M

8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Global Operations

Signatures

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

02/27/2019

**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 \$68.50 to \$68.70, 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 range set forth in this footnote.
- (2) Includes 0.459 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) Includes 136.298 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.

Reporting Owners 2

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(4) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 7, 2011

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