HARLESS KATHERINE J

Form 4

January 17, 2019

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to

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

January 31, Expires: 2005

OMB APPROVAL

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

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading HARLESS KATHERINE J Symbol

5. Relationship of Reporting Person(s) to Issuer

TORO CO [TTC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year)

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

8111 LYNDALE AVENUE SOUTH 01/15/2019

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

BLOOMINGTON, MN 55420-1196

(State)

(Street)

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,767.974 Stock D 01/15/2019 D \$0 $4,871.39 \ \underline{^{(2)}}$ D (1) Units Common 67,303.705 \$0 D 01/15/2019 A 1,767 Α (3) Stock

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	B) Derivative			Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired					Follo	
	(A) or Disposed									Repo	
									Trans		
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Δ	mount		
						Date Expiratio		Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer

HARLESS KATHERINE J 8111 LYNDALE AVENUE SOUTH X BLOOMINGTON, MN 55420-1196

Signatures

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

01/17/2019

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 1,670 shares of common stock and 97.974 related dividend reinvestment shares in connection with an annual common stock award for service as a non-employee director issued under The Toro Company 2010 Equity and Incentive Plan, as amended. The reporting person previously deferred the payout of her common stock award under The Toro Company Deferred

- Compensation Plan for Non-Employee Directors (the "Deferred Plan") and, accordingly, the reporting person's annual common stock award was initially paid in common stock units under the Deferred Plan. A common stock unit under the Deferred Plan is the economic equivalent of one share of Toro common stock. The reporting person previously elected to receive a single lump sum distribution, payable in January 2019 under the terms of the Deferred Plan, and, therefore, the common stock units were settled for shares of Toro common stock.
- Includes 18.697 common stock units acquired by the reporting person under the dividend reinvestment feature of the Deferred Plan since the date of her last report.
- Includes 7.195 shares of common stock acquired by the reporting person since the date of her last report under the dividend reinvestment feature of The Toro Company Direct Stock Purchase Plan.

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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