TORO CO Form 4 March 16, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dordell Timothy P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TORO CO [TTC]

(Check all applicable)

(Last)

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

(Month/Day/Year)

10% Owner Other (specify _X__ Officer (give title

8111 LYNDALE AVENUE SOUTH 03/12/2015

below) VP, Secretary, General Counsel

Director

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

Person

BLOOMINGTON, MN 55420-1196

(Street)

(City)	(State) (Z	Table	I - Non-	-Dei	rivative Se	ecurit	ies Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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	02/23/2015		G	V		D	\$0	169.32 (1)	D	
Common Stock	03/12/2015		M		5,340	A	\$ 21.165	5,509.32	D	
Common Stock	03/12/2015		S		5,340	D	\$ 68.166 (2)	169.32	D	
Common Stock								145.437 (3)	I	By Trust
Common Stock								117.162 (4)	I	The Toro Company

Investment, Savings & ESOP

Performance 41,521.292 Share Units (5)

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)

6 Date Evercicable and

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 21.165	03/12/2015		M	5,340	<u>(6)</u>	09/19/2016	Common Stock	5,34

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Dordell Timothy P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Secretary, General Counsel

Relationships

Signatures

1 Title of

/s/ Nancy A. McGrath, Attorney-In-Fact 03/16/2015

**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).

Reporting Owners 2

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- (1) These shares owned directly by Mr. Dordell were inadvertently reported as being owned through a trust on previous Form 4 filings.
- 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 \$68.085 to \$68.355, 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.
- (3) Includes 0.592 shares of common stock acquired by the reporting person since the date of his last report under The Toro Company Dividend Reinvestment Plan.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 0.035 net shares acquired (4) under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (the "IS&ESOP") less quarterly non-discretionary administrative fees; and 57.894 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- (5) Includes 168.38 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.
- (6) The option vested in three equal annual installments commencing on the first anniversay of the date of grant, which was September 19, 2006.

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.