

TORO CO  
Form 3  
April 10, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ DAHL AMY E		(Month/Day/Year)	TORO CO [TTC]	
(Last)	(First)	(Middle)	04/01/2015	
8111 LYNDAL AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SOUTH			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
BLOOMINGTON, MN 55420			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Human Resources	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	568.522	D	^
Common Stock	1,373.307	I	The Toro Company Investment, Savings & ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option	Â <u>(1)</u>	12/03/2018	Common Stock	2,740	\$ 14.31	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	12/01/2019	Common Stock	2,690	\$ 20.365	D	Â
Non-Qualified Stock Option	Â <u>(3)</u>	12/08/2020	Common Stock	1,450	\$ 31.76	D	Â
Non-Qualified Stock Option	Â <u>(4)</u>	12/08/2020	Common Stock	1,450	\$ 31.76	D	Â
Non-Qualified Stock Option	Â <u>(5)</u>	12/07/2021	Common Stock	1,740	\$ 28.225	D	Â
Non-Qualified Stock Option	Â <u>(6)</u>	12/07/2021	Common Stock	1,740	\$ 28.225	D	Â
Non-Qualified Stock Option	Â <u>(7)</u>	12/11/2022	Common Stock	1,300	\$ 42.06	D	Â
Non-Qualified Stock Option	Â <u>(8)</u>	12/11/2022	Common Stock	1,300	\$ 42.06	D	Â
Non-Qualified Stock Option	Â <u>(9)</u>	12/06/2023	Common Stock	1,115	\$ 59.5	D	Â
Non-Qualified Stock Option	Â <u>(10)</u>	12/06/2023	Common Stock	1,115	\$ 59.5	D	Â
Non-Qualified Stock Option	Â <u>(11)</u>	12/05/2024	Common Stock	1,115	\$ 62.75	D	Â
Non-Qualified Stock Option	Â <u>(12)</u>	12/05/2024	Common Stock	1,115	\$ 62.75	D	Â
Restricted Stock Units	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	409.089	\$ <u>(14)</u>	D	Â
Restricted Stock Units	Â <u>(15)</u>	Â <u>(15)</u>	Common Stock	116.985	\$ <u>(14)</u>	D	Â
Restricted Stock Units	Â <u>(16)</u>	Â <u>(16)</u>	Common Stock	133.804	\$ <u>(14)</u>	D	Â
Restricted Stock Units	Â <u>(17)</u>	Â <u>(17)</u>	Common Stock	45.286	\$ <u>(14)</u>	D	Â
Restricted Stock Units	Â <u>(18)</u>	Â <u>(18)</u>	Common Stock	115.469	\$ <u>(14)</u>	D	Â
Restricted Stock Units	Â <u>(19)</u>	Â <u>(19)</u>	Common Stock	78.329	\$ <u>(14)</u>	D	Â

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Restricted Stock Units	Â (20)	Â (20)	Common Stock	115.469	\$ (14)	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAHL AMY E 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420	Â	Â	Â VP, Human Resources	Â

## Signatures

/s/ Nancy A. McGrath,  
Attorney-In-Fact 04/10/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 3, 2008.
- (2) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 1, 2009.
- (3) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 8, 2010.
- (4) The option vested in full on the third anniversary of the date of grant, which was December 8, 2010.
- (5) The option vested in three equal annual installments commencing on the first anniversary of the date of grant, which was December 7, 2011.
- (6) The option vested in full on the third anniversary of the date of grant, which was December 7, 2011.
- (7) The option vests in three equal annual installments commencing on the first anniversary of the date of grant, which was December 11, 2012.
- (8) The option vests in full on the third anniversary of the date of grant, which was December 11, 2012.
- (9) The option vests in three equal annual installments commencing on the first anniversary of the date of grant, which was December 6, 2013.
- (10) The option vests in full on the third anniversary of the date of grant, which was December 6, 2013.
- (11) The option vests in three equal annual installments commencing on the first anniversary of the date of grant, which was December 5, 2014.
- (12) The option vests in full on the third anniversary of the date of grant, which was December 5, 2014.
- (13) The restricted stock units vest and become non-forfeitable in full on June 17, 2016, which is the third anniversary of the date of grant.
- (14) Each restricted stock unit represents a contingent right to receive one share of Toro common stock.
- (15) The restricted stock units vest and become non-forfeitable in full on December 6, 2016, which is the third anniversary of the date of grant.
- (16) The restricted stock units vest and become non-forfeitable in full on December 11, 2015, which is the third anniversary of the date of grant.
- (17)

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The restricted stock units vest and become non-forfeitable in three equal annual installments commencing on December 11, 2013, which was the first anniversary of the date of grant.

- (18) The restricted stock units vest and become non-forfeitable in three equal annual installments commencing on December 5, 2015, which is the first anniversary of the date of grant.
- (19) The restricted stock units vest and become non-forfeitable in three equal annual installments commencing on December 6, 2014, which was the first anniversary of the date of grant.
- (20) The restricted stock units vest and become non-forfeitable in full on December 5, 2017, which is the third 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.

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