

TORO CO

Form 3

April 10, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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

\*  
^ DAHL AMY E  
(Last) (First) (Middle)8111 LYNDAL AVE  
SOUTH

(Street)

BLOOMINGTON, MN 55420

(City) (State) (Zip)

2. Date of Event  
Requiring Statement  
(Month/Day/Year)  
04/01/20153. Issuer Name and Ticker or Trading Symbol  
TORO CO [TTC]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
VP, Human Resources5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**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 & ESOPReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial  
Ownership

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|                            | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(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          |

|                        |        |        |                 |         |         |   |   |
|------------------------|--------|--------|-----------------|---------|---------|---|---|
| Restricted Stock Units | Â (20) | Â (20) | Common<br>Stock | 115.469 | \$ (14) | D | Â |
|------------------------|--------|--------|-----------------|---------|---------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                       |       |
|--------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                              | Director      | 10% Owner | Officer               | Other |
| DAHL AMY E<br>8111 LYNDAL AVE SOUTH<br>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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