

TORO CO
Form 4
August 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
STEINHAFEL GREGG W

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH
(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TORO CO [TTC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/27/2012 | | S | | 15,624 (1) \$ 37.517 (2) | 0 | D |
| Common Stock | 08/27/2012 | | M | | 8,000 \$ 16.9675 | 8,000 | D |
| Common Stock | 08/27/2012 | | F | | 3,632 \$ 37.38 | 4,368 | D |
| Common Stock | 08/27/2012 | | M | | 7,092 \$ 18.695 | 11,460 | D |
| Common Stock | 08/27/2012 | | F | | 3,547 \$ 37.38 | 7,913 | D |
| | 08/27/2012 | | M | | 6,556 \$ 21.3 | 14,469 | D |

Common
Stock

Common Stock 08/27/2012 F 3,736 D \$ 37.38 10,733 D

Common Stock Units 2,592.56 ⁽³⁾ D

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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 16.9675 ⁽⁴⁾ | 08/27/2012 | | M | 8,000 ⁽⁴⁾ | 11/01/2005 11/01/2014 | Common Stock | 8,000 ⁽⁴⁾ |
| Non-Qualified Stock Option | \$ 18.695 ⁽⁵⁾ | 08/27/2012 | | M | 7,092 ⁽⁵⁾ | 11/01/2006 11/01/2015 | Common Stock | 7,092 ⁽⁵⁾ |
| Non-Qualified Stock Option | \$ 21.3 ⁽⁶⁾ | 08/27/2012 | | M | 6,556 ⁽⁶⁾ | 11/01/2007 11/01/2016 | Common Stock | 6,556 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEINHAFEL GREGG W 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196 | | X | | |

Signatures

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

08/29/2012

__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).

(1) On June 29, 2012, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's ownership of 7,812 additional shares of common stock. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.

(2) 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 \$37.46 to \$37.64, 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 24,574 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report and 1,283,993 additional common stock units as a result of the Stock Split.

(4) This stock option was previously reported as covering 4,000 shares of common stock at an exercise price of \$33.935 per share, and has been adjusted to reflect the Stock Split.

(5) This stock option was previously reported as covering 3,546 shares of common stock at an exercise price of \$37.39 per share, and has been adjusted to reflect the Stock Split.

(6) This stock option was previously reported as covering 3,278 shares of common stock at an exercise price of \$42.60 per share, and has been adjusted to reflect the Stock Split.

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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