Larson Thomas J Form 4 December 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

January 31,

2005

0.5

Expires:

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

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Larson Thomas J

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

TORO CO [TTC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director _X__ Officer (give title

10% Owner _ Other (specify

12/11/2012

below) below)

VP, Treasurer

6. Individual or Joint/Group Filing(Check

(Street)

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

8111 LYNDALE AVENUE SOUTH

(City)	(State) (Zi	Table 1	I - Non-De	rivative S	ecurit	ies Acqui	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	12/11/2012		A	2,000 (1)	A	\$ 0	13,345.28 (2)	D	
Common Stock	12/11/2012		F	655	D	\$ 42.06	12,690.28	D	
Performance Share Units	12/11/2012		A	2,000 (3)	A	\$ 0	2,000	D	
Common Stock							3,335.098 (<u>4)</u>	I	The Toro Company Investment, Savings & ESOP

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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 on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 42.06	12/11/2012		A	4,400	<u>(5)</u>	12/11/2022	Common Stock	4,40

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Larson Thomas J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Treasurer

Signatures

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

12/13/2012

**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).
- Represents the payout of one-half of a Performance Share Award for the Fiscal 2010 to Fiscal 2012 Performance Period under The Toro (1) Company Performance Share Plan (the "PSP"), as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors on December 11, 2012. Performance Share Awards are paid in shares of common stock under the PSP.
- (2) 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 2,014.29 additional shares of common stock subject to restriction and 3,614.33 additional shares of common stock not subject to restriction acquired as a result of the Stock Split. Also includes 49.695 post-split dividend reinvestment shares acquired by the reporting person under The Toro Company Dividend Reinvestment Plan ("DRIP") from dividends paid on the restricted stock and 38.345 post-split shares of common stock not subject to restriction acquired under the DRIP since the date of his last report. 4,078.275 shares of restricted

Reporting Owners 2

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stock and related DRIP shares vest in full on the third anniversary of the date of grant, which was March 30, 2011. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.

- Represents the payout of one-half of a Performance Share Award for the Fiscal 2010 to Fiscal 2012 Performance Period under The Toro Company Performance Share Plan, as approved by the registrant's Compensation & Human Resources Committee of its Board of
- (3) Directors on December 11, 2012. The reporting person has deferred the payout of this portion of his Performance Share Award under The Toro Company Deferred Compensation Plan for Officers (the "Deferred Plan") and, accordingly, this portion of the reporting person's Performance Share Award is paid in performance share units under the Deferred Plan.
 - Includes the following shares of common stock acquired by the reporting person since the date of his last report: 40.248 post-split shares of common stock acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP ("IS&ESOP");
- (4) 102.944 post-split shares acquired through issuer annual investment fund contributions to the IS&ESOP; and 1,595.953 additional shares of common stock acquired as a result of the Stock Split.
- (5) The option vests in three equal annual installments commencing on the first 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. 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.