

PETERSON RENEE J

Form 4

August 24, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON RENEE J

(Last) (First) (Middle)

8111 LYNDALE AVENUE SOUTH

(Street)

BLOOMINGTON, MN 55420

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/22/2012		F	(A) or (D) D	4,972 (1) \$ 37.57 (2)	40,633.836 (2)	D
Common Stock					2.006 (3)	I	The Toro Company Investment, Savings & ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PETERSON RENEE J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420	VP, Finance & CFO

Signatures

/s/ Nancy A. McGrath,
Attorney-in-Fact
08/24/2012

____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 post-split shares of common stock withheld for the payment of taxes in connection with the first anniversary vesting on August 22, 2012, of 15,201.946 post-split shares and related dividend reinvestment shares of the employment inducement grant awarded to the reporting person on August 22, 2011 (the "Inducement Grant"). The award of the Inducement Grant was previously reported on a Form 4 by the reporting person on August 24, 2011. The Inducement Grant vests in three equal installments on the first, second and third anniversaries of the date of grant.

On June 29, 2012, the common stock of the issuer split two-for-one resulting in the reporting person's ownership of 22,500 additional shares of restricted stock and 302.918 additional related dividend reinvestment shares under the Inducement Grant, and includes 431.604 post-split related dividend reinvestment shares acquired by the reporting person under The Toro Company Dividend Reinvestment Plan ("DRIP") from dividends paid on the Inducement Grant since the date of her last report. Accordingly, this total amount represents 10,229.946 post-split shares of common stock and related dividend reinvestment shares held directly by the reporting person without restriction and 30,403.890 post-split unvested shares of restricted stock and related dividend reinvestment shares also subject to restriction under the Inducement Grant.

(3)

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Includes the following shares of common stock acquired by the reporting person since the date of her last report: 2 post-split shares acquired through a customary issuer contribution to The Toro Company Investment, Savings & ESOP (IS&ESOP) in recognition of an employee's IS&ESOP participation eligibility after ninety days of employment; and 0.006 post-split shares acquired under the dividend reinvestment feature of the IS&ESOP.

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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