HOFFMAN MICHAEL J

Form 4

September 30, 2011

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

Expires:

3235-0287

January 31, 2005

0.5

response...

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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).

Share Units

(Print or Type Responses)

1. Name and Address of Reporting Person * HOFFMAN MICHAEL J

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol TORO CO [TTC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner

(Check all applicable)

(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH 09/28/2011 X_ Officer (give title _ Other (specify

6. Individual or Joint/Group Filing(Check

below) Chmn., CEO & Pres.

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

Applicable Line)

X Form filed by One Reporting Person

47,897.404

D

Form filed by More than One Reporting

Person

BLOOMINGTON, MN 55420-1196

(Street)

						1 0180	⁷¹¹		
(City)	(State) (Zi	p) Table 1	I - Non-De	rivative Se	curiti	es 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. Securit over Dispos (Instr. 3, 4	ed of	Price	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	09/28/2011		M	39,536	A	\$ 11.8125	250,911.732	D	
Common Stock	09/28/2011		F	21,255	D	\$ 50.38	229,656.732	D	
Common Stock							31,766.63	I	The Toro Company Investment, Savings & ESOP
Performance							47 807 404	D	

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

3. Transaction Date 3A. Deemed

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. Number of 6. Date Exercisable and

(9-02)

7. Title and Amor

Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified	\$ 11.8125	09/28/2011		M	39,536	12/04/2001	12/04/2011	Common	39

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

HOFFMAN MICHAEL J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

X

Chmn., CEO & Pres.

Signatures

Stock Option

1. Title of

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

09/30/2011

**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).

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.

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