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, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

4,291.636

26,680.358

(2)

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D

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction 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).

Common

Performance

**Share Units** 

Stock

(Print or Type Responses)

Name and Address of Reporting Person \*

DRAZAN MICHAEL D			Symbol TORO CO [TTC]				J	(Check all applicable)				
(Last) 8111 LYNDA	(First) (N	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2012					Director 10% Owner Specify below) UP, Global Micro Irrigation					
BLOOMINGT					ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table 1	I - Non-De	rivative So	ecurit	ies Acqu	ired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execut any	emed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (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	08/28/2012			M	1,250	A	\$ 12.08	45,392 <u>(1)</u>	D			

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

The Toro Company

Investment,

Savings & ESOP

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 12.08 (4)	08/28/2012		M	1,250 (4)	12/04/2004	12/04/2013	Common Stock	1,250 (4)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DRAZAN MICHAEL D 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Global Micro Irrigation

### **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).
- 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 (1) 22,071 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.
- Includes 12.632 post-split shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP since the date of his last report and 2,139.502 additional shares of common stock as a result of the Stock Split.
- (3) Includes 78.768 post-split performance share units acquired by the reporting person under the dividend reinvestment feature of the The Toro Company Deferred Compensation Plan for Officers since the date of his last report and 13,300.795 additional performance share

Reporting Owners 2

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units as a result of the Stock Split.

(4) This stock option was previously reported as covering 2,000 shares of common stock at an exercise price of \$24.16 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. 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.