Redetzke Darren L Form 4 October 01, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 * Redetzke Darren L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

TORO CO [TTC]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

6. Individual or Joint/Group Filing(Check

8111 LYNDALE AVENUE SOUTH

09/28/2012

VP, Commercial Business

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

below)

BLOOMINGTON, MN 55420-1196

(Street)

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D) 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	09/28/2012		Code V M	7,800	(D)	Price \$ 27.465	11,492.484 (1)	D	
Common Stock	09/28/2012		S	7,800	D	\$ 39.406 (2)	3,692.484	D	
Common Stock							14,950.796 (3)	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)

Common

Stock

11/28/2008 11/28/2017

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exerc	isable and	7. Title an	ıd Amour	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlyin	Underlying Securit	
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 ar	nd 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
									Amo	
						Date	Expiration		or	
						Exercisable	Date	Title	Num	
						Exercisable	Exercisable Date		of	
				Code V	$^{\prime}$ (A) (D)				Share	

Reporting Owners

\$ 27.465

(4)

Reporting Owner Name / Address Relationships

09/28/2012

Director 10% Owner Officer Other

M

Redetzke Darren L 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Commercial Business

Signatures

Non-Qualified

Stock Option

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

10/01/2012

**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 1,835.692 additional shares of common stock and 21.100 post-split shares of common stock acquired by the reporting person under a dividend reinvestment feature of the account in which the shares are held since the date of his last report. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- 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 \$39.389 to \$39.47, 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.

Reporting Owners 2

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- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 141.030 post-split shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); 102.944 post-split shares acquired through issuer annual investment fund contributions to the IS&ESOP; and 7,353.411additional shares as a result of the Stock Split.
- (4) This stock option was previously reported as covering 3,900 shares of common stock at an exercise price of \$54.93 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.