Ellis Gary Lee Form 4 November 05, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person * Ellis Gary Lee

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

8111 LYNDALE AVENUE SOUTH

(Street)

11/01/2012

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

(Check all applicable)

below) below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

TORO CO [TTC]

(Month/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

BLOOMINGTON, MN 55420-1196

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 11/01/2012 $A^{(1)}$ 1,128 A \$0 17,792 (2) D Stock

Common $1,739.217 \stackrel{(3)}{=}$ D Stock Units

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)

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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. Transactic 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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option	\$ 43.11	11/01/2012		A(4)	3,421	11/01/2013(5)	11/01/2022	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
Ellis Gary Lee 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	X					

Signatures

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

11/05/2012

**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).
- (1) Annual common stock award for service as a non-employee director issued under The Toro Company 2010 Equity and Incentive Plan, as amended (the "2010 Plan").
- 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) 8,332 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 21.217 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro

 (3) Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report and 859 additional common stock units acquired as a result of the Stock Split.
- (4) Annual option grant for service as a non-employee director issued under the 2010 Plan.
- (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.

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