NASSAU ROBERT H

Form 4

November 05, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction 1(b).

(City)

Stock Units

(Print or Type Responses)

1. Name and Address of Reporting Person * NASSAU ROBERT H	Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
	TORO CO [TTC]	

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

(Zip)

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

8111 LYNDALE AVENUE SOUTH 11/01/2012

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BLOOMINGTON, MN 55420-1196

(State)

(Street)

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Sec	curities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed of	f (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	and 5)	Owned	Indirect (I)	Ownership
					(A) or	Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)
			Code V	Amount ((D) Price	(Instr. 3 and 4)		
Common Stock	11/01/2012		A(1)	1,128 A	A \$0	1,128	D	

Common 31,196.4 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: NASSAU ROBERT H - Form 4

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

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
NASSAU ROBERT H 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 15,461.6 additional common stock units. Also includes 273.2 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors 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.
- (3) Annual option grant for service as a non-employee director issued under the 2010 Plan.
- (4) 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.

Reporting Owners 2