### Edgar Filing: BROWN WILLIAM E JR - Form 4

#### **BROWN WILLIAM E JR**

Form 4

December 13, 2012

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31, Expires:

2005

**OMB APPROVAL** 

Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROWN WILLIAM E JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encor an approach)			
8111 LYNDALE AVENUE SOUTH			(Month/Day/Year) 12/11/2012	Director 10% Owner Officer (give title Other (specify			
offi ETNDALEAVENCE SOCIII		2500111	12/11/2012	below) below) Group VP, Intl. & Comm.			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BLOOMINGTON, MN 55420-1196			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acq	quired, 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)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	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	12/11/2012		A	11,000 (1)	A	\$ 0	98,036.464 (2)	D	
Common Stock	12/11/2012		F	3,597	D	\$ 42.06	94,439.464	D	
Common Stock							14,331.759 (3)	I	The Toro Company Investment, Savings &

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

**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)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 42.06	12/11/2012		A	16,800	<u>(4)</u>	12/11/2022	Common Stock	16,8

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BROWN WILLIAM E JR 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

Group VP, Intl. & Comm.

# **Signatures**

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

12/13/2012

\*\*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).
- Represents the payout of a Performance Share Award for the Fiscal 2010 to Fiscal 2012 Performance Period under The Toro Company (1) Performance Share Plan (the "PSP"), as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors on December 11, 2012. Performance Share Awards are paid in shares of common stock under the PSP.
  - 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 1,504.635 additional shares of common stock subject to restriction and 42,005 additional shares of common stock not subject to
- restriction acquired as a result of the Stock Split. Also includes 17.194 post-split dividend reinvestment shares acquired by the reporting person under The Toro Company Dividend Reinvestment Plan from dividends paid on the restricted stock since the date of his last report. 3,026.464 shares of restricted stock and related DRIP shares vest in full on the third anniversary of the date of grant, which was March 20, 2012. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- (3) Includes 81.393 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 7,125.183 additional shares of common stock acquired as a

Reporting Owners 2

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result of the Stock Split.

(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.