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BURKART PE											
December 13, 2	Л									APPROVAL	
	UNITEI) STATE					GE C	OMMISSION	OMB Number:	3235-0287	
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 							Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type Res	sponses)										
1. Name and Add BURKART Pl	Symbol	2. Issuer Name and 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					(Cheo	ск ап аррпса	ule)	
8111 LYNDALE AVENUE SOUTH			-	(Month/Day/Year) 12/11/2012				Director 10% Owner X Officer (give title Other (specify below) below) VP, Irrigation Business			
BLOOMING	(Street)	420-1196	4. If Amend Filed(Month/		Original			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting	Person	
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Se	curiti	es Acq	uired, Disposed o	f, or Benefic	ially Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				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)	
Performance Share Units	12/11/2012			Code V A	Amount 9,000 (1)	(D) A	Price \$ 0	12,037.012 (2)	D		
Common Stock								89,278 <u>(3)</u>	D		
Common Stock								45,898.08 <u>(4)</u>	I	The Toro Company Investment, Savings & ESOP	

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

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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 f 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 A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option	\$ 42.06	12/11/2012		А	6,300	(5)	12/11/2022	Common Stock	6,30

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BURKART PHILIP A 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			VP, Irrigation Business			
Signatures						
/s/ Nancy A. McGrath, Attorney-in-Fact	12	2/13/2012				
**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 Performance Share Plan, as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors on

(1) December 11, 2012. The reporting person has deferred the payout of his Performance Share Award under The Toro Company Deferred Compensation Plan for Officers (the "Deferred Plan") and, accordingly, the reporting person's Performance Share Award is paid in performance share units under the Deferred 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 1,514.341 additional performance share units. Also includes 8.33 post-split performance share units acquired by the reporting person under the dividend reinvestment feature of the Deferred Plan 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.

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(3) Includes 44,639 additional shares of common stock acquired by the reporting person as a result of the Stock Split.

Includes 125.946 post-split shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro(4) Company Investment, Savings & ESOP since the date of his last report and 22,886.067 additional shares of common stock acquired as a result of the Stock Split.

(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.