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TORO CO												
Form 4												
December 17												
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									APPROVAL 3235-0287		
Check thi	s box	Washington, D.C. 20549										
if no long subject to Section 10 Form 4 or	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17	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 R	Responses)											
1. Name and A COOPER JA	2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]						5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
8111 LYNDALE AVENUE SOUTH			(Month/Day/Year) 12/12/2012					_X_Director10% Owner Officer (give title below) Other (specify below)				
	4. If Amendment, Date Original Filed(Month/Day/Year)						 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
BLOOMING	GTON, MN 554	420-1196							Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any					4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
					V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	12/12/2012			G	V	10,965 (1)	D	\$0	0	D		
Common Stock	12/12/2012			G	V	10,965 (1)	A	\$0	10,965	Ι	By trust (1)	
Common Stock Units									20,904.823	D		

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)	4. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COOPER JANET KATHERINE 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	Х						
Signatures							
/s/ Nancy A. McGrath, Attorney-in-Fact	12/17/2012						
**Signature of Reporting Person		Date					
Evenlay attack of Deene		_					

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).

These shares were gifted by the reporting person to a trust for the benefit of the reporting person's spouse and children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this

(1) report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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.