TORO CO Form 4 December 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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Check this box

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

See Instruction

(Middle)

(Zip)

1(b).

(Last)

(City)

Stock Units

(Print or Type Responses)

1. Name and Address of Reporting Person * **COOPER JANET KATHERINE**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TORO CO [TTC]

(Check all applicable)

(First) 8111 LYNDALE AVENUE SOUTH

(Month/Day/Year)

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

12/12/2012

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

Person

(Street)

Filed(Month/Day/Year)

BLOOMINGTON, MN 55420-1196 (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if			4. Securities Acquired on(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	Indirect	
(Instr. 3)		any (Month/Doy/Voor)	Code	0)	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
								Reported	(111341. 1)	(IIIsti: 1)	
					(A)		Transaction(s)				
			Code	V	Amount	or (D)	Price	(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	I	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	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	r. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date Exercisable	Expiration Date	Title Numb	Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

COOPER JANET KATHERINE 8111 LYNDALE AVENUE SOUTH X BLOOMINGTON, MN 55420-1196

Signatures

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

12/17/2012

**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).

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 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.

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