HOFFMAN MICHAEL J

Form 4

September 26, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Share Units

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> HOFFMAN MICHAEL J

2. Issuer Name **and** Ticker or Trading

Symbol

TORO CO [TTC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH 09/22/2011

X Director _____ 10% Owner _X_ Officer (give title _____ Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) below) Chmn., CEO & Pres.

(Street) 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 ____ Form filed by More than One Reporting

Person

(3)

Issuer

BLOOMINGTON, MN 55420-1196

(City)	(State) (Zi	(p) Table	I - Non-De	rivative S	ecurit	ies Acquir	ed, Disposed of, o	r Beneficially	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 213,392.732	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock	09/22/2011		M	8,464	A	11.812	(1)	D	
Common Stock	09/22/2011		F	2,017	D	\$ 49.57	211,375.732	D	
Common Stock							31,766.63 (2)	I	The Toro Company Investment, Savings & ESOP
Performance Share Units							47,897.404	D	

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

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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)

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)	5. Number tion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 11.8125	09/22/2011		M	8,4	464	12/04/2001	12/04/2011	Common Stock	8,464

Reporting Owners

Reporting Owner Name / Address	Relationships						
topy on a continuon of the continuon	Director	10% Owner	Officer	Other			
HOFFMAN MICHAEL J							
8111 LYNDALE AVENUE SOUTH	X		Chmn., CEO & Pres.				
BLOOMINGTON, MN 55420-1196							

Signatures

/s/ Nancy A. McGrath,
Attorney-in-Fact
09/26/2011

**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) Includes 1,948.427 shares of common stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan since the date of his last report.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 300.484 shares acquired (2) under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); and 58.142 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- (3) Includes 454.506 Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report.

Reporting Owners 2

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