Dordell Timothy P Form 4 March 20, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dordell Timothy P

2. Issuer Name and Ticker or Trading Symbol

TORO CO [TTC]

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

8111 LYNDALE AVENUE SOUTH

(Street)

(Month/Day/Year)

03/19/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

below)

VP, Secretary, General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

BLOOMINGTON, MN 55420-1196

(City)	(State) (Zi	Table 1	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquir Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	03/12/2013		G	V	210	D	\$0	3,461.777 (1)	I	By Trust	
Common Stock	03/13/2013		G	V	280	D	\$ 0	3,181.777	I	By Trust	
Common Stock	03/13/2013		G	V	280	A	\$0	280	I	By Domestic Partner	
Common Stock	03/19/2013		S		280	D	\$ 47.66	0	I	By Domestic Partner	
	03/19/2013		S			D		0	I		

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Common Stock

605.315 \$ (2) 47.624 (3)

The Toro Company Investment, Savings & **ESOP**

Performance **Share Units**

29,274.784 D (4)

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 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionNumber Code of (Instr. 8) Derivative Securities

5.

(A) or

of (D)

Disposed

(Instr. 3,

Expiration Date (Month/Day/Year) Acquired

6. Date Exercisable and 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

Secu Bene Own Follo Repo Trans (Insti

9. Nu

Deriv

4, and 5)

Code V (A) (D)

Expiration Title Number Date

Amount or of

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner Officer

Other

Dordell Timothy P

8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Secretary, General Counsel

Date Exercisable

Signatures

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

03/20/2013

**Signature of Reporting Person

Date

Reporting Owners 2

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 0.461 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: 1.718 shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); and 78.014 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
- The price reported in Column 4 is a weighted average price. These shares of common stock were sold in multiple transactions at prices ranging from \$47.60 to \$47.64, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Includes 95.521 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.

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.