

Happe Michael J  
 Form 4  
 December 21, 2010

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Happe Michael J

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 (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

8111 LYNDALE AVENUE SOUTH

12/17/2010

VP, Residential & LCB

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 12/17/2010                           |                                                    | M                              |                                                                   | 2,580 A \$ 44.9                                                                               | 3,006                                                    | D                                                     |
| Common Stock                    | 12/17/2010                           |                                                    | F                              |                                                                   | 2,094 D \$ 62.3                                                                               | 912                                                      | D                                                     |
| Common Stock                    | 12/17/2010                           |                                                    | M                              |                                                                   | 4,465 A \$ 49.71                                                                              | 5,377                                                    | D                                                     |
| Common Stock                    | 12/17/2010                           |                                                    | F                              |                                                                   | 3,856 D \$ 62.3                                                                               | 1,521                                                    | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 4,079.519                                                | I The Toro Company Investment,                        |

Savings & ESOP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option                 | \$ 44.9                                                | 12/17/2010                           |                                                    | M                              | 2,580                                                                          | 11/30/2008 11/30/2011                                    | Common Stock                                                | 2,580                         |
| Non-Qualified Stock Option                 | \$ 49.71                                               | 12/17/2010                           |                                                    | M                              | 4,465                                                                          | 12/08/2008 12/08/2011                                    | Common Stock                                                | 4,465                         |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                             |       |
|---------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                     | Other |
| Happe Michael J<br>8111 LYNDAL AVENUE SOUTH<br>BLOOMINGTON, MN 55420-1196 |               |           | VP,<br>Residential &<br>LCB |       |

## Signatures

/s/ Amy E. Dahl,  
Attorney-in-Fact

12/21/2010

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Happe Michael J - Form 4

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