

Happe Michael J
 Form 4
 June 26, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 8111 LYNDALE AVENUE SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/22/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group VP, Res. & Cont.

BLOOMINGTON, MN 55420-1196
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	06/22/2012		M		2,400	A	\$ 28.62
							5,461.729 <u>(1)</u>
Common Stock	06/22/2012		S		2,400	D	\$ 72.941
							3,061.729 <u>(2)</u>
Common Stock							5,332.121 <u>(3)</u>
						I	The Toro Company Investment, Savings & ESOP
						D	

Edgar Filing: Happe Michael J - Form 4

Performance Share Units 1,160.994
(4)

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 Acquired (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	\$ 28.62	06/22/2012		M	2,400	12/03/2009 12/03/2018	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Happe Michael J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			Group VP, Res. & Cont.	

Signatures

/s/ Nancy A. McGrath, Attorney-in-Fact 06/26/2012
 **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).
- (1) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 9.337 shares acquired under The Toro Company Dividend Reinvestment Plan (the "DRIP") on shares held directly and 9.075 shares acquired under the DRIP on restricted stock. The restricted stock and all related DRIP shares vest in full on the third anniversary of the date of grant, which was March 20, 2012.

Edgar Filing: Happe Michael J - Form 4

(2) 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 \$72.935 to \$72.95, inclusive. The reporting person undertakes to provide to The Toro Company, any security holder of The Toro Company, 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.

(3) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 114.097 shares acquired through regular individual and issuer matching contributions to The Toro Company Investment, Savings & ESOP (IS&ESOP); 31.590 shares acquired under the dividend reinvestment feature of the IS&ESOP; and 10.716 shares acquired through an account true-up adjustment.

(4) Includes 6.996 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.