

BROWN WILLIAM E JR
 Form 4
 December 13, 2012

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 *
BROWN WILLIAM E JR

(Last) (First) (Middle)

8111 LYNDALE AVENUE SOUTH

(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TORO CO [TTC]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Group VP, Intl. & Comm.

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|---|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 12/11/2012 | | A | | 11,000 (1) | A | \$ 0 | 98,036.464 (2) | D | |
| Common Stock | 12/11/2012 | | F | | 3,597 | D | \$ 42.06 | 94,439.464 | D | |
| Common Stock | | | | | | | | 14,331.759 (3) | I | The Toro Company Investment, Savings & ESOP |

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 42.06 | 12/11/2012 | | A | 16,800 | ⁽⁴⁾ 12/11/2022 | Common Stock | 16,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN WILLIAM E JR 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196 | | | Group VP, Intl. & Comm. | |

Signatures

/s/ Nancy A. McGrath, Attorney-in-Fact
12/13/2012
**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).
- Represents the payout of a Performance Share Award for the Fiscal 2010 to Fiscal 2012 Performance Period under The Toro Company
- (1) Performance Share Plan (the "PSP"), as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors on December 11, 2012. Performance Share Awards are paid in shares of common stock under the PSP.

On June 29, 2012, the common stock of the issuer split two-for-one (the "Stock Split"), resulting in the reporting person's ownership of 1,504.635 additional shares of common stock subject to restriction and 42,005 additional shares of common stock not subject to restriction acquired as a result of the Stock Split. Also includes 17.194 post-split dividend reinvestment shares acquired by the reporting person under The Toro Company Dividend Reinvestment Plan from dividends paid on the restricted stock since the date of his last report. 3,026.464 shares of restricted stock and related DRIP shares vest in full on the third anniversary of the date of grant, which was March 20, 2012. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
 - (3) Includes 81.393 post-split shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP since the date of his last report and 7,125.183 additional shares of common stock acquired as a

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result of the Stock Split.

- (4) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

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

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