

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Happe Michael J</u> (Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH (Street) BLOOMINGTON MN 55420-1196 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [TTC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Group VP, Res. & Cont.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	(A) or (D)	Price			
Performance Share Units	01/15/2013		D		2,335.997 ⁽¹⁾	D	\$0	9,029.462 ⁽²⁾	D	
Common Stock	01/15/2013		A		2,335.997 ⁽¹⁾	A	\$0	8,496.342 ⁽³⁾	D	
Common Stock	01/15/2013		F		724.997	D	\$43.42	7,771.345	D	
Common Stock								10,963.363 ⁽⁴⁾	I	The Toro Company Investment, Savings & ESOP

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- Represents the payout of 2,300 shares of common stock and 35.997 related dividend reinvestment shares in connection with a Performance Share Award for the Fiscal 2009 to Fiscal 2011 Performance Period under The Toro Company Performance Share Plan, as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors. The reporting person previously deferred the payout of his Performance Share Award under The Toro Company Deferred Compensation Plan for Officers (the "Deferred Plan") and, accordingly, the reporting person's Performance Share Award was initially paid in performance share units under the Deferred Plan. The reporting person previously elected to receive a single lump sum distribution payable in January 2013 under the terms of the Deferred Plan.
- Includes 37.084 performance share units acquired by the reporting person under the dividend reinvestment feature of the Deferred 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: 10.152 shares acquired under The Toro Company Dividend Reinvestment Plan (the "DRIP") on shares held directly and 9.867 shares acquired under the DRIP on 3,026.464 shares of 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.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 33.82 shares acquired through regular individual and issuer matching contributions to The Toro Company Investment, Savings & ESOP (IS&ESOP); and 35.625 shares acquired under the dividend reinvestment feature of the IS&ESOP.

/s/ Nancy A. McGrath, 01/17/2013
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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.

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 Number.