

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 15, 2011**

THE TORO COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-8649
(Commission File Number)

41-0580470
(I.R.S. Employer Identification Number)

**8111 Lyndale Avenue South
Bloomington, Minnesota**
(Address of principal executive offices)

55420
(Zip Code)

Registrant's telephone number, including area code: **(952) 888-8801**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5—Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Toro Company (the “Company”) held its 2011 Annual Meeting of Shareholders on March 15, 2011. The final results of the shareholder vote on the business brought before the meeting were as follows:

	<u>For</u>	<u>Against/ Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	
Proposal One—Election of Directors to serve for a term of three years ending at the Company’s 2014 Annual Meeting of Shareholders					
Jeffrey M. Ettinger	24,019,423	498,471	—	2,955,678	
Katherine J. Harless	23,373,644	1,144,250	—	2,955,678	
Inge G. Thulin	24,019,795	498,099	—	2,955,678	
Michael J. Hoffman	23,280,151	1,237,743	—	2,955,678	
Proposal Two—Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending October 31, 2011	26,711,704	659,903	101,965	—	
Proposal Three—Advisory vote on executive compensation	23,097,810	780,889	639,195	2,955,678	
Proposal Four—Advisory vote on the frequency of an executive compensation advisory vote	<u>3 Years</u> 8,788,849	<u>2 Years</u> 463,395	<u>1 Year</u> 14,619,658	<u>Abstain</u> 645,992	<u>Broker Non-Votes</u> 2,955,678

Each of the directors in Proposal One was elected by the Company’s shareholders by the required vote and each of Proposals Two and Three was approved by the Company’s shareholders by the required vote. On Proposal Four, the Company’s shareholders expressed a preference for an advisory vote on executive compensation each year. In accordance with the result of the advisory vote on Proposal Four, the Board of Directors has determined that the Company will conduct an executive compensation advisory vote on an annual basis.

Regarding the Company’s other directors, (i) Janet K. Cooper, Gary L. Ellis and Gregg W. Steinhafel continue to serve as directors for terms ending at the Company’s 2012 Annual Meeting of Shareholders; and (ii) Robert C. Buhmaster, Robert H. Nassau and Christopher A. Twomey continue to serve as directors for terms ending at the Company’s 2013 Annual Meeting of Shareholders.

Section 7—Regulation FD

Item 7.01 Regulation FD Disclosure.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the press release issued by the Company on March 15, 2011, announcing the declaration of a regular quarterly dividend and the results of the 2011 Annual Meeting of Shareholders.

Section 9—Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 15, 2011 (furnished herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TORO COMPANY
(Registrant)

Date: March 16, 2011

By /s/ Timothy P. Dordell _____
Timothy P. Dordell
Vice President, Secretary and General Counsel

EXHIBIT INDEX

**Exhibit
No.**

Description

Method of Filing
Furnished herewith

99.1

Press release dated March 15, 2011.

**Investor Relations**

Kurt Svendsen
Director, Investor and Public Relations
(952) 887-8630, invest@toro.com

Media Relations

Branden Happel
Manager, Public Relations
(952) 887-8930, pr@toro.com

For Immediate Release

The Toro Company Declares Regular Quarterly Dividend and Announces Results of Annual Shareholder Meeting

BLOOMINGTON, Minn. (March 15, 2011) — The Toro Company (NYSE: TTC) today announced that its board of directors has declared a regular quarterly cash dividend of 20 cents per share. This dividend is payable on April 11, 2011 to shareholders of record on March 28, 2011.

Additionally, Toro announced at its 2011 annual meeting held today that its shareholders:

- Elected Jeffrey M. Ettinger, Katherine J. Harless, Inge G. Thulin and Michael J. Hoffman, each to serve as a member of its board of directors for a three-year term ending at the 2014 annual meeting;
- Ratified the selection of KPMG LLP as the company's independent registered public accounting firm for its fiscal year ending October 31, 2011; and
- Approved the advisory vote on the compensation paid to the company's named executive officers as described in the proxy statement for the 2011 annual meeting.

The company's shareholders also expressed a preference for an advisory vote on executive compensation every year. In accordance with this expressed preference, the board of directors has determined that the company will conduct an executive compensation advisory vote on an annual basis.

About The Toro Company

The Toro Company (NYSE: TTC) is a leading worldwide provider of turf and landscape maintenance equipment, and precision irrigation systems. With sales of nearly \$1.7 billion in fiscal 2010, Toro's global presence extends to more than 80 countries through its reputation of world-class service, innovation and turf expertise. Since 1914, the company has built a tradition of excellence around a number of strong brands to help customers care for golf courses, sports fields, public green spaces, commercial and residential properties, and agricultural fields. More information is available at www.toro.com.

###