

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
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1. Name and Address of Reporting Person* <u>STEINHAFEL GREGG W</u> (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u> (Street) <u>BLOOMINGTON MN 55420-1196</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/27/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	08/27/2012		S		15,624 ⁽¹⁾	D	\$37.517 ⁽²⁾	0	D	
Common Stock	08/27/2012		M		8,000	A	\$16.9675	8,000	D	
Common Stock	08/27/2012		F		3,632	D	\$37.38	4,368	D	
Common Stock	08/27/2012		M		7,092	A	\$18.695	11,460	D	
Common Stock	08/27/2012		F		3,547	D	\$37.38	7,913	D	
Common Stock	08/27/2012		M		6,556	A	\$21.3	14,469	D	
Common Stock	08/27/2012		F		3,736	D	\$37.38	10,733	D	
Common Stock Units								2,592.56 ⁽³⁾	D	

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 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option	\$16.9675 ⁽⁴⁾	08/27/2012		M			8,000 ⁽⁴⁾	11/01/2005	11/01/2014	Common Stock	8,000 ⁽⁴⁾	\$0	0	D	
Non-Qualified Stock Option	\$18.695 ⁽⁵⁾	08/27/2012		M			7,092 ⁽⁵⁾	11/01/2006	11/01/2015	Common Stock	7,092 ⁽⁵⁾	\$0	0	D	
Non-Qualified Stock Option	\$21.3 ⁽⁶⁾	08/27/2012		M			6,556 ⁽⁶⁾	11/01/2007	11/01/2016	Common Stock	6,556 ⁽⁶⁾	\$0	0	D	

Explanation of Responses:

- 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 7,812 additional shares of common stock. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- 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 \$37.46 to \$37.64, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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.
- Includes 24,574 post-split common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report and 1,283,993 additional common stock units as a result of the Stock Split.
- This stock option was previously reported as covering 4,000 shares of common stock at an exercise price of \$33.935 per share, and has been adjusted to reflect the Stock Split.
- This stock option was previously reported as covering 3,546 shares of common stock at an exercise price of \$37.39 per share, and has been adjusted to reflect the Stock Split.
- This stock option was previously reported as covering 3,278 shares of common stock at an exercise price of \$42.60 per share, and has been adjusted to reflect the Stock Split.

/s/ Nancy A. McGrath,
Attorney-in-Fact

08/29/2012

** 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.