

**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>DRAZAN MICHAEL D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Global Micro Irrigation</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2012</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2012		M		1,250	A	\$12.08	45,392 <sup>(1)</sup>	D	
Common Stock								4,291.636 <sup>(2)</sup>	I	The Toro Company Investment, Savings & ESOP
Performance Share Units								26,680.358 <sup>(3)</sup>	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				
Incentive Stock Option	\$12.08 <sup>(4)</sup>	08/28/2012		M			1,250 <sup>(4)</sup>	12/04/2004	12/04/2013	Common Stock	1,250 <sup>(4)</sup>	\$0	2,750	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 22,071 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.
- Includes 12.632 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 2,139,502 additional shares of common stock as a result of the Stock Split.
- Includes 78,768 post-split performance share units acquired by the reporting person under the dividend reinvestment feature of the The Toro Company Deferred Compensation Plan for Officers since the date of his last report and 13,300,795 additional performance share units as a result of the Stock Split.
- This stock option was previously reported as covering 2,000 shares of common stock at an exercise price of \$24.16 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.