FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								

0.5

hours per response:

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

1. Name and Address of Reporting Person* <u>HOFFMAN MICHAEL J</u>					2. Issuer Name and Ticker or Trading Symbol TORO CO [ TTC ]								5. Relationship of Rep (Check all applicable) X Director			.,		Owner	
Last) (First) (Middle) B111 LYNDALE AVENUE SOUTH					3. Date of Earliest Transaction (Month/Day/Year) 12/29/2011								X	X Officer (give title below) Other (specify below)  Chmn., CEO & Pres.					
					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(51			n-Deriv	ative	Sec	ruritie	es Ac	nuired	l Die	snosed o	f or F	Renefic	rially	, Owne	-d				
1. Title of Security (Instr. 3)  2. Transa Date			action 2. Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) o (D)	r Price	, l	Transact	ion(s)			(Instr. 4)	
Common Stock 12/2			12/29/	2011	011			G	V	1,200	D	\$(	0	236,846.21			D		
Common Stock														31,889.025		I		The Toro Company Investment, Savings & ESOP	
Performance Share Units														48,08	2.335		D		
	Та													Owned					
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Code (8)	ansaction of Derivative Securitic Acquirer (A) or Dispose of (D) (Instr. 3, and 5)		vative irities sired r osed ) r. 3, 4 5)	Expirati (Month/	ion Da /Day/Y	te Amount of Securities Underlying Derivative Security (Instr. : and 4)  Expiration  Amount or Number of		De Se (In:	Derivative derivative Security Securitie Beneficia Owned Following Reported		Ownershi Form: Direct (D) or Indirect (I) (Instr. 4		Beneficial Ownership (Instr. 4)		
	(Fin NDALE AV INGTON M (St. Stock Stock Stock Ince Share U Conversion or Exercise Price of Derivative	(First) ( NDALE AVENUE SOUTH  INGTON MN  (State) (  Tabl  Security (Instr. 3)  Stock  Stock  1. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  NDALE AVENUE SOUTH  INGTON MN 55420-1  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Table II -  Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year)	(First) (Middle) NDALE AVENUE SOUTH  (State) (Zip)  Table I - Non-Derive (Month/Dz.)  Security (Instr. 3) 2. Transact (Month/Dz.)  Stock 12/29/  Stock 12/29/  Table II - Derivate (e.g., point for Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year))	(First) (Middle)  NDALE AVENUE SOUTH  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative  Stock  Table II - Derivative S (e.g., puts, of Derivative of Derivative S (Month/Day/Year)  Table II - Derivative S (e.g., puts, of Derivative S (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Carpana Table II - Derivative S (e.g., puts, of Derivative S (e.g., puts, of Derivative S (Month/Day/Year)  A price of Derivative S (Month/Day/Year)	(First) (Middle)  NDALE AVENUE SOUTH  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  12/29/2011  Stock  Table II - Derivative Security (e.g., puts, calls Execution Date (e.g., puts, calls Price of Derivative Security (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls Execution Date (Month/Day/Year)  A. Transaction Date (Execution Date (if any (Month/Day/Year))  Stock  A. Transaction Code (Instr. 8)  A. Deemed Execution Date (Instr. 8)	(First) (Middle) NDALE AVENUE SOUTH  Table I - Non-Derivative Securities Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr  2. Transaction Date (e.g., puts, calls, warr)  Table II - Derivative Securities (e.g., puts, calls, warr)  A. If Amendment (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr)  A. Transaction Date (e.g., puts, calls, warr)  A. Transaction Date (fi any (Month/Day/Year)  A. Transaction Code (Instr. 8)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Transaction Code (Instr. 8)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Transaction Code (Instr. 8)  A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (State)  (Zip)   Table I - Non-Derivative Securities Acque (Month/Day/Year)  Stock  12/29/2011  2. Transaction Date (Month/Day/Year)  Stock  12/29/2011  Stock  12/29/2011  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and code (instr.) Security  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Stock  12/29/2011  5. Number of Derivative Securities Acque (e.g., puts, calls, warrants, and and 5)  1. Stock Stock  1. Stock S	TORO CO [ TTC ]  (First) (Middle) NDALE AVENUE SOUTH  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Ronth/Day/Year)  Table II - Derivative Securities Acquired (Ronth/Day/Year)	TORO CO [ TTC ]  (First) (Middle) NDALE AVENUE SOUTH  INGTON MN 55420-1196  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispoed (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Instr. 3)  2. Transaction Date (Instr. 3)  Code (Instr. 3)  Stock  12/29/2011  G V  Stock  12/29/2011  5. Number of Original File  Code (Instr. 3)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Dispoed (Conversion Date (Instr. 3)  A. Deemed Execution Date, (Instr. 3)  Stock  12/29/2011  5. Number of Date (Month/Day/Year) (Month/Day/Year)  Execution Date (Instr. 3)  Date (Instr. 4)  Date (Instr. 3)  Date (Instr. 4)  Date (Instr. 3)  Date (Instr. 4)  Date (Instr. 4)	TORO CO [ TTC ]  (First) (Middle)  NDALE AVENUE SOUTH  Table I - Non-Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Security (Instr. 3)  Table II - Non-Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  12/29/2011  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  12/29/2011  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  12/29/2011  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  12/29/2011  Stock  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)  Stock  Table II - Derivative Securities Acquired Disposed of Nonth/Day/Year)	(First) (Middle) NDALE AVENUE SOUTH  3. Date of Earliest Transaction (Month/Day/Year) 12/29/2011  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Esecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  12/29/2011  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  12/29/2011  G V 1,200 D  Stock  12/29/2011  5. Number (S. Date Exercisale and Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 9)  (A) or Object of Code (Instr. 9)  (Month/Day/Year)  (Month/	(First) (Middle) NDALE AVENUE SOUTH  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 at 6 at	(First) (Middle) NDALE AVENUE SOUTH  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (D) or Disposed of (	TORO CO [ TTC ] (Check all apt X Direct (Check all apt All	TORO CO   TTC	TORO CO [ TTC ] (Check all applicable) X Director X Dir	TORO CO [ TTC ]    Check all applicable)   X   Director   10%   X   Dire	

Explanation of Responses:

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

01/03/2012

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.