

TORO CO  
Form 4  
March 30, 2012

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DRAZAN MICHAEL D**

(Last) (First) (Middle)

8111 LYNDALE AVENUE SOUTH

(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TORO CO [TTC]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/28/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

VP, Global Micro Irrigation

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 03/28/2012                           |                                                    | M                              |                                                                   | 6,300                                                                                         | A                                                        | \$ 37.02                                              |
| Common Stock                    | 03/28/2012                           |                                                    | S                              |                                                                   | 6,300                                                                                         | D                                                        | \$ 71.43<br>(1)                                       |
| Common Stock                    | 03/29/2012                           |                                                    | M                              |                                                                   | 900                                                                                           | A                                                        | \$ 37.02                                              |
| Common Stock                    | 03/29/2012                           |                                                    | S                              |                                                                   | 900                                                                                           | D                                                        | \$ 71.42<br>(2)                                       |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 2,132.917                                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | I                                                     |

Common  
Stock

The Toro  
Company  
Investment,  
Savings &  
ESOP

Performance  
Share Units

13,259.784 D

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

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option                 | \$ 37.02                                               | 03/28/2012                           |                                                    | M                              | 6,300                                                                                   | 12/02/2005 12/02/2014                                    | Common Stock                                                | 6,300                         |
| Non-Qualified Stock Option                 | \$ 37.02                                               | 03/29/2012                           |                                                    | M                              | 900                                                                                     | 12/02/2005 12/02/2014                                    | Common Stock                                                | 900                           |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                             |       |
|-----------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                             | Director      | 10% Owner | Officer                     | Other |
| DRAZAN MICHAEL D<br>8111 LYNDALE AVENUE SOUTH<br>BLOOMINGTON, MN 55420-1196 |               |           | VP, Global Micro Irrigation |       |

## Signatures

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

03/30/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- 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 \$71.40 to \$71.51, inclusive. The reporting person undertakes to provide to The Toro Company, any security holder of The Toro Company, 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 ranges set forth in footnotes (1) and (2) to this Form 4.
- (1) 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 \$71.40 to \$71.45, inclusive.
  - (2) 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 \$71.40 to \$71.45, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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