Grams Blake M Form 4 December 08, 2011

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Stock

### OMB APPROVAL

1 OI tivi	UNITED	STATES					GE C	OMMISSION	OMB Number:	3235-0287
if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	Section 16. Form 4 or Form 5 obligations may continue. See Instruction  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  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							Expires: January 31 2009 Estimated average burden hours per response 0.9		
(Print or Type Res	ponses)									
1. Name and Add Grams Blake M	2. Issuer Name <b>and</b> Ticker or Trading Symbol TORO CO [TTC]					5. Relationship of Reporting Person(s) to Issuer				
(Last) 8111 LYNDA		(Middle)	3. Date of E. (Month/Day 12/06/201	/Year)	saction			DirectorX Officer (gives below)		0% Owner Other (specify
BLOOMINGT	(Street)	20-1196	4. If Amend Filed(Month/		Original			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	One Reporting	Person
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Se	curiti	es Acq	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Performance Share Units	12/06/2011			A	950 (1)	A	\$0	2,086.034 (2)	D	
Common Stock								2,014.29 (3)	D	
Common Stock								7,078.249 (4)	I	The Toro Company Investment,

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

Savings & ESOP

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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 control number.

6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transac Code (Instr. 8	Securitie	ative es d	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
					Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
	Ion-Qualified tock Option	\$ 56.45	12/07/2011		A	4,100		(5)	12/07/2021	Common Stock	4,10

## **Reporting Owners**

Relationships Reporting Owner Name / Address

3. Transaction Date 3A. Deemed

Officer Other Director 10% Owner

Grams Blake M 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Corporate Controller

### **Signatures**

1. Title of

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

12/08/2011

\*\*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).

Represents the payout of a Performance Share Award for the Fiscal 2009 to Fiscal 2011 Performance Period under The Toro Company Performance Share Plan, as approved by the registrant's Compensation & Human Resources Committee of its Board of Directors and conditioned upon and subject to confirmation by the registrant's Fiscal 2011 financial results released on December 6, 2011. The reporting person has deferred the payout of his Performance Share Award under The Toro Company Deferred Compensation Plan for

- Officers (the "Deferred Plan") and, accordingly, the reporting person's Performance Share Award is paid in performance share units under the Deferred Plan.
- Includes 11.487 performance share units acquired by the reporting person under the dividend reinvestment feature of the Deferred Plan since the date of his last report.

(3)

Reporting Owners 2

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Includes 2,000 shares of restricted stock awarded to the reporting person, and 14.290 shares acquired under The Toro Company Dividend Reinvestment Plan (the "DRIP") from dividends paid on the restricted stock since the date of his last report. The restricted stock and related DRIP shares vest in full on the third anniversary of the date of grant, which was March 30, 2011.

- (4) Includes 71.291 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.
- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.