

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>PETERSON RENE E J</u> (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u> (Street) <u>BLOOMINGTON MN 55420</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, Finance & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2012</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 <input type="checkbox"/> 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	08/22/2012		F		4,972 ⁽¹⁾	D	\$37.57	40,633.836 ⁽²⁾	D	
Common Stock								2.006 ⁽³⁾	I	The Toro Company Investment, Savings & ESOP

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					

Explanation of Responses:

- Represents post-split shares of common stock withheld for the payment of taxes in connection with the first anniversary vesting on August 22, 2012, of 15,201.946 post-split shares and related dividend reinvestment shares of the employment inducement grant awarded to the reporting person on August 22, 2011(the "Inducement Grant") . The award of the Inducement Grant was previously reported on a Form 4 by the reporting person on August 24, 2011.? The Inducement Grant vests in three equal installments on the first, second and third anniversaries of the date of grant.
- On June 29, 2012, the common stock of the issuer split two-for-one resulting in the reporting person's ownership of 22,500 additional shares of restricted stock and 302.918 additional related dividend reinvestment shares under the Inducement Grant, and includes 431.604 post-split related dividend reinvestment shares acquired by the reporting person under The Toro Company Dividend Reinvestment Plan ("DRIP") from dividends paid on the Inducement Grant since the date of her last report.? Accordingly, this total amount represents 10,229.946 post-split shares of common stock and related dividend reinvestment shares held directly by the reporting person without restriction and 30,403.890 post-split unvested shares of restricted stock and related dividend reinvestment shares also subject to restriction under the Inducement Grant.
- Includes the following shares of common stock acquired by the reporting person since the date of her last report: 2 post-split shares acquired through a customary issuer contribution to The Toro Company Investment, Savings & ESOP (IS&ESOP) in recognition of an employee's IS&ESOP participation eligibility after ninety days of employment; and 0.006 post-split shares acquired under the dividend reinvestment feature of the IS&ESOP.

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

08/24/2012

** 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.