

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
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1. Name and Address of Reporting Person* <u>Altmaier Judy L</u> (Last) (First) (Middle) <u>8111 LYNDALE AVE. S.</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, Operations & Quality Mgmt.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/19/2012</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/19/2012		F		3,235 ⁽¹⁾	D	\$41.37	6,656.267 ⁽²⁾	D	
Common Stock								70.574 ⁽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)		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)					

Explanation of Responses:

- Represents post-split shares of common stock withheld for the payment of taxes in connection with the vesting on October 19, 2012, of 9,891,267 post-split shares and related dividend reinvestment shares of the employment inducement grant awarded to the reporting person on October 19, 2009 (the "Inducement Grant"). The award of the Inducement Grant was previously reported on a Form 4 by the reporting person on October 20, 2009. The Inducement Grant vested in full on the third anniversary of the date of grant.
- 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 4,752 additional shares of restricted stock and 133,372 additional related dividend reinvestment shares under the Inducement Grant, and includes 120,523 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. All future Form 4 and 5 filings made by the reporting person will include adjustments, as necessary, to reflect the Stock Split.
- Includes 1,010 additional shares of common stock acquired by the reporting person as a result of the Stock Split and the following post-split shares of common stock acquired by the reporting person since the date of her last report: 0.622 shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); and 67,932 shares acquired through issuer annual investment fund contributions to the IS&ESOP.

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

10/23/2012

** 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.