

HOFFMAN MICHAEL J
Form 4
September 26, 2011

FORM 4

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

OMB APPROVAL

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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 *
HOFFMAN MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chmn., CEO & Pres.

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/22/2011		M		8,464	A	\$ 11.812
Common Stock	09/22/2011		F		2,017	D	\$ 49.57
Common Stock					31,766.63	I	(2)
Performance Share Units					47,897.404	D	(3)

The Toro Company Investment, Savings & ESOP

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

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

Table with 8 columns: 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 Securities (Instr. 3 and 4), 8. Amount or Number of Shares. Example row: Incentive Stock Option, \$ 11.8125, 09/22/2011, M, 8,464, 12/04/2001, 12/04/2011, Common Stock, 8,464.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Example: HOFFMAN MICHAEL J, 8111 LYNDALE AVENUE SOUTH, BLOOMINGTON, MN 55420-1196. Relationships: Director X, 10% Owner, Officer Chmn., CEO & Pres., Other.

Signatures

/s/ Nancy A. McGrath, Attorney-in-Fact, 09/26/2011

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).
(1) Includes 1,948.427 shares of common stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan since the date of his last report.
Includes the following shares of common stock acquired by the reporting person since the date of his last report: 300.484 shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); and 58.142 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
(3) Includes 454.506 Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report.

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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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