

BURKART PHILIP A
Form 4
March 27, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKART PHILIP A

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)

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

8111 LYNDALE AVENUE SOUTH

03/26/2012

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

VP, Irrigation Business

(Street)

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

BLOOMINGTON, MN 55420-1196

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	03/26/2012		G	V 145 D \$ 0	44,639	D	
Common Stock	03/26/2012		M	5,500 A \$ 16.1375	50,139	D	
Common Stock	03/26/2012		S	5,500 D \$ 71.5 (1)	44,639	D	
Common Stock					22,748.483 (2)	I	The Toro Company Investment, Savings & ESOP

Edgar Filing: BURKART PHILIP A - Form 4

Performance Share Units 1,505.215 ⁽³⁾ D

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

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.

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 Underlying Security (Instr. 3 and 4)	8. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
Non-Qualified Stock Option	\$ 16.1375	03/26/2012		M	5,500	12/04/2002 12/04/2012	Common Stock			5,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BURKART PHILIP A
8111 LYNDALE AVENUE SOUTH
BLOOMINGTON, MN 55420-1196

VP, Irrigation Business

Signatures

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

03/27/2012

**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).

(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 \$71.50 to \$71.58, 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 range set forth in this footnote.

Edgar Filing: BURKART PHILIP A - Form 4

- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 78.667 shares acquired
- (2) under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); and 51.472 shares acquired through issuer annual investment fund contributions to the IS&ESOP.
 - (3) Includes 5.215 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.

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.