

Happe Michael J
Form 4
January 17, 2013

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 *
Happe 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)

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

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

8111 LYNDALE AVENUE SOUTH

01/15/2013

Group VP, Res. & Cont.

(Street)

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

BLOOMINGTON, MN 55420-1196

(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)
Performance Share Units	01/15/2013		D	(A) V Amount <u>(1)</u> 2,335.997	(D) Price \$ 0	D	
Common Stock	01/15/2013		A	(A) V Amount <u>(1)</u> 2,335.997	(D) Price \$ 0	D	
Common Stock	01/15/2013		F	(A) V Amount 724.997	(D) Price \$ 43.42	D	
Common Stock					(A) V Amount <u>(4)</u> 10,963.363	I	The Toro Company Investment, Savings & ESOP

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(3) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 10.152 shares acquired under The Toro Company Dividend Reinvestment Plan (the "DRIP") on shares held directly and 9.867 shares acquired under the DRIP on 3,026.464 shares of restricted stock. The restricted stock and all related DRIP shares vest in full on the third anniversary of the date of grant, which was March 20, 2012.

(4) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 33.82 shares acquired through regular individual and issuer matching contributions to The Toro Company Investment, Savings & ESOP (IS&ESOP); and 35.625 shares acquired under the dividend reinvestment feature of the IS&ESOP.

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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