

THULIN INGE G  
Form 4  
November 03, 2011

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THULIN INGE G

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)  
11/01/2011

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock Units              | 11/01/2011                           |  | A <sup>(1)</sup>               | 859 A \$ 0  | 2,330.088 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,119   | D  |                                   |

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

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SEC 1474 (9-02)

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

## Edgar Filing: THULIN INGE G - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
| Non-Qualified<br>Stock Option                       | \$ 52.96   | 11/01/2011                              |   | A <sup>(3)</sup>                     | 2,512   | 11/01/2012 <sup>(4)</sup> 11/01/2021                           | Common<br>Stock   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| THULIN INGE G<br>8111 LYNDALE AVENUE SOUTH<br>BLOOMINGTON, MN 55420-1196 | X   |

## Signatures

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

11/03/2011

\*\*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) Annual common stock award for service as a non-employee director issued under The Toro Company 2010 Equity and Incentive Plan, as amended (the "2010 Plan").
- (2) Includes 19.49 common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report.
- (3) Annual option grant for service as a non-employee director issued under the 2010 Plan.
- (4) The option vests in three equal annual installments commencing in the year following the date of grant.

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.