

Redetzke Darren L
 Form 4
 October 01, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Redetzke Darren L

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)
 09/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Commercial Business

BLOOMINGTON, MN 55420-1196

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

(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)	
			Code	V	Amount	Price		
Common Stock	09/28/2012		M		7,800	\$ 27.465	A (1)	D
Common Stock	09/28/2012		S		7,800	\$ 39.406	D (2)	D
Common Stock						14,950.796	I (3)	The Toro Company Investment, Savings & ESOP

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- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 141.030 post-split shares acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP); 102.944 post-split shares acquired through issuer annual investment fund contributions to the IS&ESOP; and 7,353.41 additional shares as a result of the Stock Split.
- (3)
 - (4) This stock option was previously reported as covering 3,900 shares of common stock at an exercise price of \$54.93 per share, and has been adjusted to reflect the Stock Split.

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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