BURKART PHILIP A

Form 4

December 21, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BURKART PHILIP A		ng Person *	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	(check air appreadic)		
			(Month/Day/Year)	Director 10% Owner		
8111 LYNDALE AVENUE SOUTH			12/20/2011	_X_ Officer (give title Other (specify below) VP, Irrigation Business		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
BLOOMING	GTON, MN 55	420-1196		Form filed by More than One Reporting Person		

(City)	(State) (Zi	Table	I - Non-De	rivative S	ecurit	ties Acquired	l, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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	12/20/2011		M	5,500	A	\$ 16.1375	50,284	D	
Common Stock	12/20/2011		S	5,500	D	\$ 60.1 (1)	44,784	D	
Common Stock							22,618.344	I	The Toro Company Investment, Savings & ESOP
Performance Share Units							1,500	D	

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

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(9-02)

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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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title an Underlyin (Instr. 3 an	g Securit
						Date Exercisable	Expiration Date	Title	Amo or Num

Code V (A) (D)

Non-Qualified Common 12/04/2002 12/04/2012 \$ 16.1375 12/20/2011 5,500 5,5 M Stock Option Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Other 10% Owner Officer Director

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

VP, Irrigation Business

Signatures

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

12/21/2011

**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).

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 \$60.09 to \$60.19, 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.

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.

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