

WOLFE STEPHEN P
Form 4
December 15, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
WOLFE STEPHEN P

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH
(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TORO CO [TTC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Finance & CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/13/2010 | | M | 4,217 A \$ 11.8125 | 4,217 | D | |
| Common Stock | 12/13/2010 | | G | V 4,217 D \$ 0 | 0 | D | |
| Common Stock | 12/13/2010 | | G | V 4,217 A \$ 0 | 63,042 | I | By Trust For Reporting Person |
| Common Stock | 12/13/2010 | | M | 4,247 A \$ 11.8125 | 4,247 | D | |
| | 12/13/2010 | | S | 4,247 D | 0 | D | |

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| | | | | | | | |
|-------------------------|------------|--|---|--------|-------------------------|-------------------------|---------------|
| Common Stock | | | | | \$ 62.308 <u>(1)</u> | | |
| Common Stock | 12/13/2010 | | M | 6,196 | A | \$ 16.1375 | 6,196 D |
| Common Stock | 12/13/2010 | | S | 6,196 | D | \$ 62.308 <u>(1)</u> | 0 D |
| Common Stock | 12/13/2010 | | M | 12,381 | A | \$ 24.16 | 12,381 D |
| Common Stock | 12/13/2010 | | S | 12,381 | D | \$ 62.308 <u>(1)</u> | 0 D |
| Common Stock | | | | | | | 28,633.227 I |
| Common Stock Units | | | | | | | 24,916.022 D |
| Matching Units | | | | | | | 12,457.985 D |
| Performance Share Units | | | | | | | 211,147.066 D |

The Toro Company Investment, Savings & ESOP

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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Incentive Stock Option | \$ 11.8125 | 12/13/2010 | | M | 4,217 | 12/04/2001 | 12/04/2011 | Common Stock | 4, |
| Incentive Stock Option | \$ 11.8125 | 12/13/2010 | | M | 4,247 | 12/04/2001 | 12/04/2011 | Common Stock | 4, |

