TORO CO Form 4 December 10, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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___ Form filed by More than One Reporting

12,853.433 D

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

Performance

Share Units

(Print or Type Responses)

1. Name and AdDRAZAN M		-	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			TORO CO [TTC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
8111 LYNDALE AVENUE SOUTH (Street)			12/08/2009	X Officer (give title Other (specify below) CIO, VP Contractor Business			
			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			

BLOOMINGTON, MN 55420-1196

DLOOMING	Person								
(City)	(State) (Zi	p) Table l	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficia	ally 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)	(Instr. 3,	ispose 4 and (A) or	d of (D)	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	12/08/2009		Code V A	Amount 826 (1)	` ′	\$ 0	30,612	D	
Common Stock	12/08/2009		F	270	D	\$ 39.67	30,342	D	
Common Stock							1,888.237	I	The Toro Company Investment, Savings &

ESOP

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

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SEC 1474 (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ı Date An		ınt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
·						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title	or Number		
					Code V	(A) (D)				of Charac		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Date

Officer Other Director 10% Owner

DRAZAN MICHAEL D 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

CIO, VP Contractor Business

Signatures

/s/ Amy E. Dahl, 12/10/2009 Attorney-in-Fact

**Signature of Reporting Person

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).

Represents payout of Performance Share Awards for the Fiscal 2007 to Fiscal 2009 Performance Period under The Toro Company Performance Share Plan (the "PSP"), as approved by the registrant's Compensation & Human Resources Committee of its Board of

Directors and conditioned upon and subject to confirmation by the registrant's Fiscal 2009 financial results released on December 8, 2009. Performance Share Awards are paid in Shares of Common Stock under the PSP.

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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