

TORO CO
Form 4
October 31, 2008

FORM 4

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

OMB APPROVAL

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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 *
TWOMEY CHRISTOPHER A

(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)
10/29/2008

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)

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 | | 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 | (A) or (D) | | | | Price |
| Common Stock | 10/29/2008 | | M | | 4,000 | A | \$ 25.35 | 4,000 | D | |
| Common Stock | 10/29/2008 | | G | | 745 | D | \$ 0 | 3,255 | D | |
| Common Stock | 10/29/2008 | | F | | 3,255 | D | \$ 31.15 | 0 | D | |
| Common Stock Units | | | | | | | | 2,144.701 ⁽¹⁾ | D | |
| Common Stock | 10/29/2008 | | G | | 745 | A | \$ 0 | 24,132 | I | Held by Christopher |

A. Twomey
Revocable
Trust UA

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 25.35 | 10/29/2008 | | M | 4,000 | 05/01/2004 11/01/2008 | Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TWOMEY CHRISTOPHER A
8111 LYNDALE AVENUE SOUTH X
BLOOMINGTON, MN 55420-1196

Signatures

Stacy L. Bogart,
Atty-in-Fact 10/31/2008

**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) Includes the following Common Stock Units acquired by the reporting person under The Toro Company Deferred Compensation Plan for Non-Employee Directors: 6.734 Common Stock Units acquired on January 11, 2008, 7.643 Common Stock Units acquired on April 11, 2008, 10.496 Common Stock Units acquired on July 11, 2008, and 9.889 Common Stock Units acquired on October 17, 2008. Also includes an account adjustment of .0184 Common Stock Units.

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