

HIMAN DENNIS P

Form 4

December 11, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIMAN DENNIS P

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Vice President, Group

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BLOOMINGTON, MN 55420-1196

(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)
Common Stock	12/09/2008		A	Amount (1) 1,825	\$ 0	1,825	D
Common Stock	12/09/2008		G	1,229	\$ 0	596	D
Common Stock	12/09/2008		F	596	\$ 31.28	0	D
Common Stock Units					14,989.699 (2)		D
Matching Units					7,494.84 (3)		D

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Performance Share Units						86,147.858 <u>(4)</u>	D		
Common Stock	12/09/2008		G	1,229	A	\$ 0	23,419	I	By Trust for reporting person
Common Stock							<u>1,168.871</u> <u>(5)</u>	I	The Toro Company Investment, Savings & ESOP

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HIMAN DENNIS P 8111 LYNDAL AVENUE SOUTH BLOOMINGTON, MN 55420-1196	Vice President, Group

Signatures

Stacy L. Bogart,
Atty-in-Fact 12/11/2008

**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).
- (4) Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers since the date of his last report: 414.341 Performance Share Units acquired on July 11, 2008 and 398.696 Performance Share Units acquired on October 17, 2008.
- (5) Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of the Toro Company Investment, Savings & ESOP since the date of his last report: 5.608 shares of common stock acquired on July 11, 2008 and 5.441 shares of common stock acquired on October 17, 2008.
- (1) Represents payout of Performance Share Awards for the Fiscal 2006 to Fiscal 2008 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 subject to confirmation by the registrant's Fiscal 2008 financial results released on December 9, 2008. Performance Share Awards are paid in shares of common stock under the PSP.
- (2) Includes the following Common Stock Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report: 72.095 Common Stock Units acquired on July 11, 2008 and 69.374 Common Stock Units acquired on October 17, 2008.
- (3) Includes the following Matching Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report: 36.047 Matching Units acquired on July 11, 2008 and 34.687 Matching Units acquired on October 17, 2008.

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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