

Stinson Mark B
Form 4
July 29, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stinson Mark B

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
General Manager, Exmark

BLOOMINGTON, MN 55420

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/30/2004 | | S | | 175 D \$ 79.24 | 7,915.7986 (1) (2) | D |
| Common Stock | 03/18/2005 | | S | | 100 D \$ 87.22 | 7,715.7986 (1) (3) | D |
| Common Stock | 05/09/2005 | | S | | 200 D \$ 41.73 | 7,515.7986 (1) | D |
| Common Stock | 09/07/2005 | | S | | 250 D \$ 38.74 | 7,265.7986 (1) | D |
| Common Stock | 12/01/2005 | | S | | 200 D \$ 40.7 | 7,055 (1) (4) | D |

Common
Stock

773.224 ⁽⁵⁾ I

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.

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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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stinson Mark B
8111 LYNDAL AVE SOUTH
BLOOMINGTON, MN 55420

General Manager, Exmark

Signatures

Stacy L. Bogart, 07/29/2008
Atty-In-Fact

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) Represents open market sale transactions of shares of common stock not previously reported by the reporting person to the company.

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- (2) Includes the deduction of 175 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 175 shares of common stock sold by the reporting person on December 20, 2004.
- (3) Includes the deduction of 100 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 100 shares of common stock sold by the reporting person on March 18, 2005.
- (4) Includes the deduction of 10.7986 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of an administrative error.
- (5) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 2.1585 shares acquired on January 11, 2008, 2.794 shares acquired on April 11, 2008 and 3.727 shares acquired on July 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; and 68.091 shares acquired on February 25, 2008 through contributions to The Toro Company Investment, Savings & ESOP.

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.