Larson Thomas J Form 4 September 16, 2009

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Larson Thomas J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TORO CO [TTC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

8111 LYNDALE AVENUE SOUTH

09/15/2009

_X__ Officer (give title _ Other (specify below)

(Check all applicable)

VP, Treasurer

(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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	09/15/2009		M	2,470	A	\$ 37.02	2,868.165	D			
Common Stock	09/15/2009		S	1,170	D	\$ 39.89	1,698.165	D			
Common Stock	09/15/2009		S	700	D	\$ 39.9	998.165	D			
Common Stock	09/15/2009		S	500	D	\$ 39.92	498.165	D			
Common Stock	09/15/2009		S	100	D	\$ 39.93	398.165 <u>(1)</u>	D			

Common Stock

1,432.785 (2) 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.

SEC 1474 (9-02)

> 7. Title and Am-Underlying Sect (Instr. 3 and 4)

> > A or

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)		4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
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Date Exercisable Expiration
Date Title

Code V (A) (D)

Non-Qualified Stock Option \$ 37.02 09/15/2009 M 2,470 12/02/2006(3) 12/02/2009 Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Larson Thomas J

8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196 VP, Treasurer

Signatures

/s/ Amy E. Dahl, Attorney-in-Fact

09/16/2009

**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)

Reporting Owners 2

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Includes the following shares of common stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan since the date of his last report: 1.081 shares acquired on January 12, 2009, 1.487 shares acquired on April 13, 2009 and 1.309 shares acquired on July 10, 2009.

- Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro
 Company Investment, Savings & ESOP (IS&ESOP) since the date of his last report: 5.262 shares acquired on January 12, 2009, 8.201
 shares acquired on April 13, 2009 and 7.21 shares acquired on July 10, 2009. Also includes 163.857 shares of common stock acquired by
 the reporting person through issuer matching contributions to the IS&ESOP since the date of his last report.
- (3) The option vests in full on the second anniversary of the date of grant.

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.