TORO CO Form 4 October 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

SECURITIES

may continue.

See Instruction 1(b).

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 * **BUXTON WINSLOW H**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

TORO CO [TTC]

8111 LYNDALE AVENUE SOUTH 10/24/2008

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

(Check all applicable)

(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

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				d of (D)	5. Amount of 6. Ownership 7. Nature Securities Form: Direct Indirect Beneficially (D) or Beneficially Owner Indirect (I) Owner		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/24/2008		M	4,000	A	\$ 25.35	4,000	D	
Common Stock	10/24/2008		G	631	D	\$ 0	3,369	D	
Common Stock	10/24/2008		F	3,369	D	\$ 30.09	0	D	
Common Stock Units							2,144.701 <u>(1)</u>	D	
Common Stock	10/24/2008		G	631	A	\$ 0	48,145	I	By Trust

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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)

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. Transacti 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.35	10/24/2008		M	4,000	05/01/2004	11/01/2008	Common Stock	4,000

Other

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

BUXTON WINSLOW H
8111 LYNDALE AVENUE SOUTH X
BLOOMINGTON, MN 55420-1196

Signatures

Stacy L. Bogart, 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).

Includes the following shares of common stock acquired by the reporting person since the date of his last report: 6.734 shares acquired on January 11, 2008; 7.643 shares acquired on April 11, 2008; 10.496 shares acquired on July 11, 2008; and 9.889 shares acquired on October 17, 2008 under the dividend reinvestment feature of The Toro Company 2000 Directors Stock Plan. Also includes an account adjustment of 0.0186 shares of common stock.

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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