TORO CO Form 4 October 31, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

2005

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OMB APPROVAL

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TWOMEY CHRISTOPHER A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TORO CO [TTC]

3. Date of Earliest Transaction

(Last) (First) (Middle) (Month/Day/Year)

8111 LYNDALE AVENUE SOUTH 10/29/2008

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

(Check all applicable)

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

(Street)

(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Secı	ırities Ac	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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	10/29/2008		M M	Amount 4,000	(D)	\$ 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 <u>(1)</u>	D	
Common Stock	10/29/2008		G	745	A	\$0	24,132	I	Held by Christoppher

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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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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. Transactic Code (Instr. 8)	5. Number on 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	10/29/2008		M	4,000	05/01/2004	11/01/2008	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
TWOMEY CHRISTOPHER A						
8111 LYNDALE AVENUE SOUTH	X					

8111 LYNDALE AVENUE SOUTH 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 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.

Reporting Owners 2

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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.