TORO CO Form 4 December 11, 2008

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

OMB APPROVAL

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

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MEURLOT SANDRA J			2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
8111 LYNDALE AVENUE SOUTH			(Month/Day/Year) 12/09/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President, Operations			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BLOOMING	TON, MN	55420-1196	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	ip) Table	I - Non-De	erivative S	ecurit	ies Acqu	ired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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			Price	(Instr. 3 and 4)		
Common Stock	12/09/2008		A	2,163 (1)	A	\$0	6,800	D	
Common Stock	12/09/2008		F	707	D	\$ 31.28	6,093	D	
Performance Share Units							50,758.984 (2)	D	
Common Stock							647.251 (3)	I	The Toro Company Investment, Savings & ESOP

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Derivative		S			(Instr. 5)]
	Derivative				Securities	1	(Instr. 3 and 4)			(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration		Number		
							11110	of			
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEURLOT SANDRA J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

Vice President, Operations

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 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan since the date of her last report: 1.1764 shares acquired on January 11, 2008, 2.328 shares

- (3) acquired on April 11, 2008, 3.105 shares acquired on July 11, 2008, and 3.012 shares acquired on October 17, 2008. Also includes an account adjustment (rounding) of .0007 shares of common stock and 68.091 shares of common stock acquired on February 28, 2008 through issuer contributions to The Toro Company Investment, Savings & ESOP.
- 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.

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Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro

Company Deferred Compensation Plan for Officers since the date of her last report: 158.622 Performance Share Units acquired on January 11, 2008, 181.822 Performance Share Units acquired on April 11, 2008, 244.133 Performance Share Units acquired on July 11, 2008, and 234.916 Performance Share 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. 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.