

WOLFE STEPHEN P
Form 4
December 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
WOLFE STEPHEN P

(Last) (First) (Middle)

8111 LYNDALE AVENUE SOUTH

(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TORO CO [TTC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Finance & CFO

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock Units				(A) or (D)	24,102.714 (1)	D	
Matching Units				(A) or (D)	12,051.331 (2)	D	
Performance Share Units				(A) or (D)	204,254.828 (3)	D	
Common Stock				(A) or (D)	50,790	I	By trust for reporting person
Common Stock				(A) or (D)	27,463.975 (4)	I	The Toro Company

Investment,
Savings &
ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
					V	(A)	(D)			
Stock Option	\$ 28.62	12/03/2008		A		24,200		(5) 12/03/2018	Common Stock	24,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLFE STEPHEN P
8111 LYNDALE AVENUE SOUTH
BLOOMINGTON, MN 55420-1196

VP, Finance & CFO

Signatures

Stacy L. Bogart,
Atty-In-Fact 12/05/2008

 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 Matching Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers: 37.66 Matching Units acquired on January 11, 2008, 43.168 Matching Units acquired on April 11, 2008, 57.962 Matching Units acquired on July 11, 2008 and 55.774 Matching Units acquired on October 17, 2008. Also includes an account adjustment (rounding) of 2.1223 Matching Units.

(4)

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Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP: 82.5762 shares acquired on January 11, 2008, 98.776 shares acquired on April 11, 2008, 131.762 shares acquired on July 11, 2008 and 127.834 shares acquired on October 17, 2008. Also includes 68.091 shares of common stock acquired by the reporting person through issuer matching contributions to The Toro Company Investment, Savings & ESOP.

- (1) Includes the following Common Stock Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers: 75.321 Common Stock Units acquired on January 11, 2008, 86.338 Common Stock Units acquired on April 11, 2008, 115.926 Common Stock Units acquired on July 11, 2008 and 111.549 Common Stock Units acquired on October 11, 2008. Also includes an account adjustment (rounding) of .2454 Common Stock Units.
- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

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: 638.298 Performance Share Units acquired on January 11, 2008, 731.656

- (3) Performance Share Units acquired on April 11, 2008, 982.393 Performance Share Units acquired on July 11, 2008, and 945.303 Performance Share Units acquired on October 17, 2008. Also includes an account adjustment (rounding) of 2.0751 Performance Share Units.

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.