

TORO CO

Form 4

November 30, 2007

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
11/28/2007

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)

Vice President & 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock Units                 |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 23,713.3346<br>(1)                                                                                                 | D                                                                       |                                                                   |
| Matching<br>Units                     |                                         |                                                             |                                      |                                                                            | 11,854.6447<br>(2)                                                                                                 | D                                                                       |                                                                   |
| Performance<br>Share Units            |                                         |                                                             |                                      |                                                                            | 200,955.1029<br>(3)                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 39,411                                                                                                             | I                                                                       | By trust for<br>reporting<br>person                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 26,954.9358<br>(4)                                                                                                 | I                                                                       | The Toro<br>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)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 54.93                                                              | 11/28/2007                              |                                                             | A                                       |                                                                                                              | 17,400                                                         |     | 11/28/2008 <sup>(5)</sup>                                           | 11/28/2017         | Common<br>Stock | 17,400                              |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| WOLFE STEPHEN P<br>8111 LYNDAL AVE SOUTH<br>BLOOMINGTON, MN 55420-1196 | Vice President & CFO             |

## Signatures

Stacy L. Bogart,  
Atty-In-Fact 11/30/2007

\_\_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).

(2) Includes 24.9763 Matching Units acquired by the reporting person on October 17, 2007 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.

(4) Includes 52.2982 Shares of Common Stock acquired by the reporting person on July 12, 2007 and 57.035 Shares of Common Stock acquired by the reporting person on October 17, 2007 under the dividend reinvestment feature of The Toro Company Investment, Savings &amp; ESOP Plan.

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- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.
- (1) Includes 49.9524 Common Stock Units acquired by the reporting person on October 17, 2007 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.
- (3) Includes 423.3138 Performance Share Units acquired by the reporting person on October 17, 2007 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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