

TORO CO
Form 4
June 02, 2008

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIMAN DENNIS P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8111 LYNDALE AVENUE SOUTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Group

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock Units					14,848.23 (1)	D	
Matching Units					7,424.106 (2)	D	
Performance Share Units					85,334.821 (3)	D	
Common Stock	05/29/2008		M	1,746 A \$ 16.1375	19,480	I	By Trust for reporting person
Common Stock	05/29/2008		M	9,000 A \$ 24.16	28,480	I	By Trust for reporting

Common Stock	05/29/2008		F	5,569	D	\$ 39.04	22,911	I	person By Trust for reporting person
Common Stock	05/29/2008		F	721	D	\$ 39.04	22,190	I	By Trust for reporting person
Common Stock							1,157.822 <u>(4)</u>	I	The Toro 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 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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.1375	05/29/2008		M	1,746	12/04/2005	12/04/2012	Common Stock	1,746
Stock Options (Right to buy)	\$ 24.16	05/29/2008		M	9,000	12/04/2006	12/04/2013	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIMAN DENNIS P
8111 LYNDAL AVENUE SOUTH
BLOOMINGTON, MN 55420-1196

Vice
President,
Group

Signatures

Stacy L. Bogart,
Atty-in-Fact

06/02/2008

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).

(3) Includes the following Performance Share Units acquired by the reporting person since the date of his last report: 269.213 Performance Share Units acquired on January 11, 2008 and 308.588 Performance Share Units acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers; and 0.7478 Performance Share Units acquired through an account adjustment to the reporting person's account under The Toro Company Deferred Plan for Officers.

(4) Includes the following Shares of Common Stock acquired by the reporting person since the date of his last report: 3.3562 Shares of Common Stock acquired on January 11, 2008 and 4.204 Shares of Common Stock acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan; and 68.091 Shares of Common Stock acquired on February 25, 2008 through contributions to The Toro Company Investment, Savings & ESOP.

(1) Includes the following Common Stock Units acquired by the reporting person since the date of his last report: 46.842 Common Stock Units acquired on January 11, 2008 and 53.694 Common Stock Units acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers; and 0.2204 Common Stock Units acquired through an account adjustment to the reporting person's account under The Toro Company Deferred Compensation Plan for Officers.

(2) Includes the following Matching Units acquired by the reporting person since the date of his last report: 23.421 Matching Units acquired on January 11, 2008 and 26.847 Matching Units acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers; and 0.1414 Matching Units acquired through an account adjustment to the reporting person's account under 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.

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.