

Registration No.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE TORO COMPANY

(Exact name of registrant as specified in its charter)

Delaware	41-0580470
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

8111 Lyndale Avenue South
Bloomington, Minnesota 55420
(Address of principal executive offices) (Zip Code)

THE TORO COMPANY
ANNUAL MANAGEMENT INCENTIVE PLAN II
(Full title of the plan)

J. Lawrence McIntyre, Esquire
Vice President, Secretary and General Counsel
The Toro Company
8111 Lyndale Avenue South
Bloomington, Minnesota 55420
Telephone number: (612) 888-8801
(Name, address and telephone number of agent for service)

Copy to:

Helen P. Starr
Attorney at Law
Suite 240
5505 Connecticut Avenue, N.W.
Washington, D.C. 20015

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00 per share (a)	100,000 shares (b)	\$ 40.03 (c)	\$ 4,003,000 (c)	\$ 1,181 (d)

- (a) Each share of Common Stock has attached thereto one Preferred Share Purchase Right. Value attributable to such Rights, if any, is reflected in the market price of the Common Stock.
- (b) An indeterminate number of shares will be issued from time to time to participants in the Plan.
- (c) Estimated solely to calculate the registration fee, pursuant to Rule 457(c) on the basis of the average of the high and low prices on the New York Stock Exchange on January 20, 1998 as reported in THE WALL STREET JOURNAL.
- (d) Restricted fee to be applied to account number 737758.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated by reference in this Registration Statement:

1. Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1996 (File No. 1-8649).
2. Its Quarterly Report on Form 10-Q for the quarter ended January 31, 1997 (File No. 1-8649).
3. Its Quarterly Report on Form 10-Q for the quarter ended May 2, 1997 (File No. 1-8649).
4. Its Quarterly Report on Form 10-Q for the quarter ended August 1, 1997 (File No. 1-8649).
5. Its Current Report on Form 8-K for December 2, 1996, as amended by Amendment No. 1 on Form 8-K/A filed February 18, 1997 and Amendment No. 2 on Form 8-K/A filed June 6, 1997 (File No. 1-8649).
6. Its Current Report on Form 8-K for June 24, 1997.
7. The Annual Report on Form 11-K of The Toro Company Investment and Savings Plan for the plan year ended December 31, 1996.
8. The descriptions of its Common Stock and Preferred Share Purchase Rights contained in its Registration Statements filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or report filed for the purpose of updating such descriptions (File No. 1-8649).

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMES EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware empowers a corporation incorporated under the statute to indemnify its directors, officers, employees and agents and its former directors, officers, employees and agents and those who serve in such capacities with another enterprise at the corporation's request against expenses (including attorneys' fees), as well as judgments, fines and settlements, actually and reasonably incurred by them in connection with any action, suit or proceeding in which they or any of them were or are made parties or are threatened to be made parties by reason of their serving or having served in such capacity. The power to indemnify exists only where such officer, director, employee or agent has acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, in the case of a criminal action, where such person had no reasonable cause to believe his conduct was unlawful. Unless a court determines to the contrary, a corporation has no power of indemnification in an action or suit by or in the right of the corporation, where such person has been adjudged liable to the corporation. Indemnification against expenses is mandatory to the extent a claim, issue or matter has been successfully defended. Indemnification and advancement of expenses are not deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or otherwise. A Delaware corporation also has the power to purchase and maintain insurance on behalf of any person it has the power to indemnify, whether or not indemnity against liability would be allowed under the statute.

Section 1 of Article XI of the Registrant's Certificate of the Incorporation provides, in accordance with Section 102(b)(7) of the Delaware General Corporation Law, for the elimination or limitation of the personal liability of a director to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director under certain circumstances.

Section 2 of Article XI of the Registrant's Certificate of Incorporation mandates indemnification of a director or officer of Registrant or a person serving at the request of the Registrant as a director, officer, employee or agent of another entity to the fullest extent authorized by the Delaware General Corporation Law against expenses, liability and loss and authorizes the Board to express such rights in written contracts.

The Registrant also maintains liability insurance policies which provide for indemnification of a director or officer of Registrant or a person serving at the request of the Registrant as a director, officer, employee or agent of another entity against certain liabilities under certain circumstances.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

EXHIBIT

NUMBER DESCRIPTION

- 4 Instruments defining the rights of security holders, including indentures
- 4(a) Specimen form of Common Stock certificate (incorporated by reference to Exhibit 4(c) to Registrant's Registration Statement on Form S-8, Registration No. 2-94417)
 - 4(b) Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 4.2 to Registrant's Registration Statement on Form S-3, Registration No. 33-16125)
 - 4(c) Certificate of Amendment to Certificate of Incorporation dated December 9, 1986 (incorporated by reference to Exhibit 3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended January 30, 1987, Commission File No. 1-8649)
 - 4(d) Certificate of Amendment to Certificate of Incorporation dated December 8, 1987 (incorporated by reference to Exhibit 3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended January 29, 1988, Commission File No. 1-8649)
 - 4(e) Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended July 31, 1991, Commission File No. 1-8649)
 - 4(f) Rights Agreement dated as of June 14, 1988, between the Registrant and Norwest Bank Minnesota National Association, relating to rights to purchase Series B Junior Participating Voting Preferred Stock (incorporated by reference to Exhibit 1 to Registrant's Registration Statement on Form 8-A dated June 17, 1988, Commission File No. 1-8649).
 - 4(g) Amendment to Rights Agreement dated as of August 14, 1990, between the Registrant and Norwest Bank Minnesota National Association (incorporated by reference to Exhibit 1 to Registrant's Report on Form 8-K dated August 14, 1990, Commission File No. 1-8649).
 - 4(h) Indenture dated as of January 31, 1997 between Registrant and First National Trust Association, as Trustee (incorporated by reference Exhibit 4(a) to Registrant's Current Report on Form 8-K for June 24, 1997, Commission File No. 1-8649).

- 5 Opinion regarding legality
- 23 Consent of KPMG Peat Marwick LLP
- 24 Power of attorney (included in signature page)

ITEM 9. UNDERTAKINGS.

- (a) Rule 415 offering.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933 (unless the information required to be included in a post-effective amendment is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement (unless the information required to be included in a post-effective amendment is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities and Exchange Act of 1934 that are incorporated by reference in the registration statement); notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Filings incorporating subsequent Securities Exchange Act of 1934 documents by reference.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota on the 21st day of January 1998.

THE TORO COMPANY
(Registrant)

By: /S/ J. LAWRENCE McINTYRE

J. Lawrence McIntyre, Vice President,
Secretary and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kendrick B. Melrose, Stephen P. Wolfe and J. Lawrence McIntyre, or any one of them, each with power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and/or all subsequent amendments to this registration statement, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorney-in-fact and agent full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby approving and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/S/ KENDRICK B. MELROSE ----- Kendrick B. Melrose	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	January 21, 1998
/S/ STEPHEN P. WOLFE ----- Stephen P. Wolfe	Vice President Finance and Chief Financial Officer (Principal Financial Officer)	January 21, 1998
/S/ RANDY B. JAMES ----- Randy B. James	Vice President and Controller (Principal Accounting Officer)	January 21, 1998

/S/ RONALD O. BAUKOL ----- Ronald O. Baukol	Director	January 21, 1998
/S/ ROBERT C. BUHRMASTER ----- Robert C. Buhrmaster	Director	January 21, 1998
/S/ WINSLOW H. BUXTON ----- Winslow H. Buxton	Director	January 21, 1998
/S/ JANET K. COOPER ----- Janet K. Cooper	Director	January 21, 1998
/S/ ALEX A. MEYER ----- Alex A. Meyer	Director	January 21, 1998
/S/ ROBERT H. NASSAU ----- Robert H. Nassau	Director	January 21, 1998
/S/ DALE R. OLSETH ----- Dale R. Olseth	Director	January 21, 1998
/S/ CHRISTOPHER A. TWOMEY ----- Christopher A. Twomey	Director	January 21, 1998
/S/ EDWIN H. WINGATE ----- Edwin H. Wingate	Director	January 21, 1998

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Toro Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota on the 21st day of January, 1998.

THE TORO COMPANY
(Registrant)

By: /S/ J. LAWRENCE McINTYRE

J. Lawrence McIntyre, Vice President,
Secretary and General Counsel

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/S/ RONALD O. BAUKOL ----- Ronald O. Baukol	Director	January 21, 1998
/S/ ROBERT C. BUHRMASTER ----- Robert C. Buhrmaster	Director	January 21, 1998
/S/ WINSLOW H. BUXTON ----- Winslow H. Buxton	Director	January 21, 1998
/S/ JANET K. COOPER ----- Janet K. Cooper	Director	January 21, 1998

/S/ ALEX A. MEYER ----- Alex A. Meyer	Director	January 21, 1998
/S/ ROBERT H. NASSAU ----- Robert H. Nassau	Director	January 21, 1998
/S/ DALE R. OLSETH ----- Dale R. Olseth	Director	January 21, 1998
/S/ CHRISTOPHER A. TWOMEY ----- Christopher A. Twomey	Director	January 21, 1998
/S/ EDWIN H. WINGATE ----- Edwin H. Wingate	Director	January 21, 1998

EXHIBIT LIST

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5	Opinion regarding legality	
23	Consent of KPMG Peat Marwick LLP	
24	Power of attorney (included in signature page)	

January 21, 1998

The Toro Company
8111 Lyndale Avenue South
Bloomington, Minnesota 55420-1196

Re: Registration Statement on Form S-8

Gentlemen:

In connection with the Registration Statement on Form S-8 filed by The Toro Company (the "Company") with the Securities and Exchange Commission relating to an aggregate of up to 100,000 shares of Common Stock, \$1.00 par value per share (the "Common Stock"), and up to 100,000 related Preferred Share Purchase Rights (the "Rights") of the Company, please be advised that as counsel to the Company, upon examination of such corporate documents and records as I have deemed necessary or advisable for the purpose of rendering this opinion, it is my opinion that:

1. The shares of Common Stock being offered by the Company, when issued and paid for as contemplated by such Registration Statement, will be legally issued, fully paid and non-assessable; and
2. The Rights, if and when issued as contemplated by the Rights Agreement dated June 14, 1988 (the "Rights Agreement"), as amended, will have been legally issued and entitled to the benefits of the Rights Agreement pursuant to which they will be issued.

I hereby consent to the use of this opinion as an exhibit to the above-captioned Registration Statement, and to the references to my name under the heading "Legal Matters" in the Prospectus comprising a part of the Registration Statement.

Sincerely,

/s/ J. LAWRENCE McINTYRE

J. Lawrence McIntyre
Vice President, Secretary and
General Counsel

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
The Toro Company:

We consent to the use of our reports incorporated herein by reference.

/S/ KPMG PEAT MARWICK LLP

KPMG Peat Marwick LLP

Bloomington, Minnesota
January 21, 1998