SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

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I. Name and Address of Reporting Feison		* 	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO</u> [TTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) (Middle) 81111 LYNDALE AVENUE SOUTH (Street)		()	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2007	х	Officer (give title below) Chief Financial Offic	Other (specify below)	
(Street) BLOOMINGTON MN 55420-1196		55420-1196	4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	09/17/2007		М		20,000	A	\$16.1375	20,000	D	
Common Stock	09/17/2007		S ⁽¹⁾		10,000	D	\$59.5	10,000	D	
Common Stock	09/17/2007		S ⁽¹⁾		10,000	D	\$ <mark>60</mark>	0	D	
Common Stock Units								23,663.3822	D	
Matching Units								11,829.6684	D	
Performance Share Units								200,531.7891	D	
Common Stock								39,411	I	By trust for reporting person
Common Stock								26,845.6026	I	The Toro Company Investment, Savings & ESOP

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. Expiration Date (Month/Day/Year) Conversion Date Execution Date Transaction of of Securities Derivative derivative Ownership of Indirect Underlying Derivative Security Security (Instr. 3) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Derivative Security Securities Form: Direct (D) Beneficial 8) (Instr. 5) Beneficially Ownership Securities Acquired (A) or Disposed Derivative (Instr. 3 and 4) Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Security Reported of (D) (Instr 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Date Expiration of Code v (A) (D) Exercisable Date Title Shares Stock Commo \$16.1375 09/17/2007 Μ 20,000 12/04/2002 12/04/2012 20,000 \$<mark>0</mark> 6,196 D Stock Option

Explanation of Responses:

1. Shares were exercised and sold under a 10b5-1 plan

Stacy L. Bogart, Atty-In-Fact

** Signature of Reporting Person Date

09/19/2007

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

* 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).

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

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 Number.