

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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1. Name and Address of Reporting Person* <u>Stinson Mark B</u>  (Last) (First) (Middle) 8111 LYNDAL AVENUE SOUTH  (Street) BLOOMINGTON MN 55420  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [ TTC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>General Manager, Exmark</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2004		S		175	D	\$79.24	7,915.7986 <sup>(1)(2)</sup>	D	
Common Stock	03/18/2005		S		100	D	\$87.22	7,715.7986 <sup>(1)(3)</sup>	D	
Common Stock	05/09/2005		S		200	D	\$41.73	7,515.7986 <sup>(1)</sup>	D	
Common Stock	09/07/2005		S		250	D	\$38.74	7,265.7986 <sup>(1)</sup>	D	
Common Stock	12/01/2005		S		200	D	\$40.7	7,055 <sup>(1)(4)</sup>	D	
Common Stock								773.224 <sup>(5)</sup>	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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents open market sale transactions of shares of common stock not previously reported by the reporting person to the company.
- Includes the deduction of 175 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 175 shares of common stock sold by the reporting person on December 20, 2004.
- Includes the deduction of 100 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 100 shares of common stock sold by the reporting person on March 18, 2005.
- Includes the deduction of 10,7986 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of an administrative error.
- Includes the following shares of common stock acquired by the reporting person since the date of his last report: 2,1585 shares acquired on January 11, 2008, 2,794 shares acquired on April 11, 2008 and 3,727 shares acquired on July 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; and 68,091 shares acquired on February 25, 2008 through contributions to The Toro Company Investment, Savings & ESOP.

Stacy L. Bogart, Atty-In-Fact 07/29/2008

\*\* Signature of Reporting Person Date

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.