SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WOLFE STEPHEN P	TORO CO [TTC]	

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

Director	10% Owner
X Officer (give title below)	Other (specify below)

Chief Financial Officer & Vice

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2004

(Street)
BLOOMINGTON MN   55420-1196

(City)	(State)	(Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	09/09/2004		M		3,380	A	$12.469	3,477.301	D	
Common Stock	09/09/2004		M		10,000	A	$16.906	13,477.301	D	
Common Stock	09/09/2004		S		3,380	D	$69.23	10,097.301	D	
Common Stock	09/09/2004		S		10,000	D	$69	97.301	D	
Common Stock	09/09/2004		F		450	D	$69.2	9,742	I	By trust for reporting person
Common Stock	09/09/2004		M		2,500	A	$12.4688	12,242	I	By trust for reporting person
Common Stock								12,980.252	I	The Toro Company Investment, Savings & ESOP
Common Stock Units								11,579.78	D	
Matching Units								5,789.879	D	
Performance Share Units								63,342.91	D	

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	Title	Amount or Number of Shares				
Stock Option	$12.469	09/09/2004		M			2,500	11/18/1998	11/18/2008	Common Stock	2,500	$12.4688	4,164	D	
Stock Option	$12.469	09/09/2004		M			3,380	11/18/1998	11/18/2008	Common Stock	3,380	$12.4688	784	D	
Stock Option	$16.906	09/09/2004		M			10,000	12/02/1999	12/02/2009	Common Stock	10,000	$16.906	13,000	D	

Explanation of Responses:

N. Jeanne Ryan, Atty-In-Fact   09/13/2004

** 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.