

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* JAMES RANDY B (Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH (Street) BLOOMINGTON MN 55420-1196 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TORO CO [TTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President & Controller
	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2005	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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	01/07/2005		j ⁽¹⁾	v	6,893	D	\$0	0	D	
Common Stock Units								5,890.3357	D	
Matching Units								2,942.38	D	
Performance Share Units								18,143.237	D	
Common Stock	01/07/2005		j ⁽²⁾	v	7,305	D	\$0	0	I	By trust for reporting person
Common Stock	01/05/2005		s		3,305	D	\$79.65	8,339	I	By trusts for spouse
Common Stock	01/07/2005		j ⁽²⁾	v	7,305	A	\$0	15,644	I	By trusts for spouse
Common Stock	01/07/2005		j ⁽¹⁾	v	6,893	A	\$0	22,537	I	By trusts for spouse
Common Stock	01/07/2005		D	v	0.001	D	\$0	0	I	HELD BY MATCHING STOCK TRUSTEE
Common Stock								11,280.5903	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:

- The 6,893 shares previously shown as direct by the reporting person are actually held by the reporting person on an indirect basis in a revocable trust in spouse's name and the entry has been corrected.
- The 7,305 shares previously shown as indirect by trust for reporting person are actually held by the reporting person on an indirect basis in a revocable trust in spouse's name and the entry has been corrected.

N. Jeanne Ryan, Attorney-In-Fact 01/07/2005

** Signature of Reporting Person Date

* 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.