UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended May 2, 1997 Commission File Number 1-8649

THE TORO COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	41-0580470
(State of Incorporation)	(I.R.S. Employer Identification Number)

8111 LYNDALE AVENUE SOUTH
BLOOMINGTON, MINNESOTA 55420
TELEPHONE NUMBER: (612) 888-8801

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

The number of shares of Common Stock outstanding as of May 30, 1997 was 12,076,474.

THE TORO COMPANY
INDEX TO FORM 10-Q

PART I. FINANCIAL INFORMATION

THE TORO COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS AND RETAINED EARNINGS (UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER-SHARE DATA)

	Three Months Ended		Six Months Ended	
	May 2, 1997	May 3, 1996	May 2, 1997	May 3, 1996
Net sales	$ 352,203	$ 288,646	$ 561,160	$ 500,147
Cost of sales	227,086	184,836	360,816	320,008
Gross profit	125,117	103,810	200,344	180,139
Selling, general and administrative expense	89,160	73,540	157,629	137,364
Earnings from operations	35,957	30,270	42,715	42,775
Interest expense	6,085	4,134	9,932	7,103
Other income, net	(1,600)	(1,640)	(2,806)	(6,153)
Earnings before income taxes	31,472	27,776	35,589	41,825
Provision for income taxes	12,432	10,956	14,058	16,507
Net earnings	$ 19,040	$ 16,820	$ 21,531	$ 25,318
Retained earnings at beginning of period	174,671	149,924	173,630	142,891
Dividends on common stock of $0.12, $0.12, $0.24 and $0.24 per share, respectively	(1,435)	(1,470)	(2,885)	(2,935)
Retained earnings at end of period	$ 192,276	$ 165,274	$ 192,276	$ 165,274
Net earnings per share of common stock and common stock equivalent	$ 1.53	$ 1.33	$ 1.73	$ 2.00
Net earnings per share of common stock and common stock equivalent - assuming full dilution	$ 1.52	$ 1.33	$ 1.72	$ 2.00

See accompanying notes to condensed consolidated financial statements.

THE TORO COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(DOLLARS IN THOUSANDS)

	May 2, 1997	May 3, 1996	October 31, 1996
ASSETS			
Cash and cash equivalents	$ 5,593	$ 4,238	$ 66
Receivables, net	412,725	343,344	239,637
Inventories	159,014	158,841	130,288
Other current assets	34,429	32,270	35,010
Total current assets	611,761	538,693	405,001
Property, plant and equipment	319,010	216,806	229,080
Less accumulated depreciation and amortization	203,859	148,100	155,270
	115,151	68,706	73,810
Other assets	73,102	17,676	18,066
Total assets	$ 800,014	$ 625,075	$ 496,877
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current portion of long-term debt	$ 350	$ 10,353	$ 350
Short-term borrowing	278,000	148,585	41,025
Accounts payable	57,064	39,565	43,524
Other accrued liabilities	160,252	142,853	122,958
Total current liabilities	495,666	341,356	207,857
Long-term debt, less current portion	53,015	53,339	53,015
Other long-term liabilities	23,591	20,201	22,438
Common stockholders' equity:			
Common stock par value $1.00, authorized 35,000,000 shares; issued and outstanding 11,979,539 shares at May 2, 1997 (net of 930,465 treasury shares), 12,099,223 shares at May 3, 1996 (net of 743,102 treasury shares), and 12,032,143 shares at October 31, 1996 (net of 877,861 treasury shares)	11,980	12,099	12,032
Additional paid-in capital	26,309	33,359	28,462
Retained earnings	192,276	165,274	173,630
Foreign currency translation adjustment	(2,823)	(553)	(557)
Total common stockholders' equity	227,742	210,179	213,567
Total liabilities and common stockholders' equity	$ 800,014	$ 625,075	$ 496,877

See accompanying notes to condensed consolidated financial statements.

THE TORO COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(DOLLARS IN THOUSANDS)

	Six Months Ended May 2, 1997	Six Months Ended May 3, 1996
Cash flows from operating activities:		
Net earnings.	$ 21,531	$ 25,318
Adjustments to reconcile net earnings to net cash used in operating activities:		
Provision for depreciation and amortization	10,521	8,831
Gain on disposal of property, plant and equipment	(65)	(115)
Deferred income taxes	1,529	-
Tax benefits related to employee stock option transactions.	1,766	1,490
Changes in operating assets and liabilities:		
Receivables, net	(147,979)	(144,528)
Inventories.	2,063	(12,979)
Other current assets	1,250	1,609
Accounts payable and accrued expenses.	26,634	14,597
Accrued income taxes	4,308	3,557
Net cash used in operating activities	(78,442)	(102,220)
Cash flows from investing activities:		
Purchases of property, plant and equipment.	(17,551)	(7,236)
Proceeds from asset disposals	227	184
Increase in other assets.	(9,685)	(1,652)
Acquisition of James Hardie Irrigation, net of cash acquired	(117,622)	-
Net cash used in investing activities	(144,631)	(8,704)
Cash flows from financing activities:		
Increase in short-term borrowing.	236,975	107,010
Repayments of long-term debt.	(243)	(5,007)
Change in other long-term liabilities	990	12,978
Proceeds from sale of common stock.	3,981	3,238
Purchases of common stock	(7,952)	(7,150)
Dividends on common stock	(2,885)	(2,935)
Net cash provided by financing activities	230,866	108,134
Foreign currency translation adjustment.	(2,266)	(674)
Net increase (decrease) in cash and cash equivalents	5,527	(3,464)
Cash and cash equivalents at beginning of period	66	7,702
Cash and cash equivalents at end of period	$ 5,593	$ 4,238

See accompanying notes to condensed consolidated financial statements.

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and notes required by generally accepted accounting principles for complete financial statements. Unless the context indicates otherwise, the terms "company" and "Toro" refer to The Toro Company and its subsidiaries. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments, consisting primarily of recurring accruals, considered necessary for a fair presentation of the financial position and the results of operations. Since the company's business is seasonal operating results for the six months ended May 2, 1997 are not necessarily indicative of the results that may be expected for the year ended October 31, 1997.

For further information, refer to the consolidated financial statements and notes included in the company's Annual Report on Form 10-K for the year ended October 31, 1996. The policies described in that report are used for preparing quarterly reports.

INVENTORIES

The majority of inventories are valued at the lower of cost or net realizable value with cost determined by the last-in, first-out (LIFO) method. Had the first-in, first-out (FIFO) method of cost determination been used, inventories would have been $25,642,000 and $24,841,000 higher than reported at May 2, 1997, and May 3, 1996, respectively. Under the FIFO method, work-in-process inventories were $79,736,000 and $78,977,000 and finished goods inventories were $104,920,000 and $104,705,000 at May 2, 1997, and May 3, 1996, respectively.

BUSINESS ACQUISITIONS

Effective December 1, 1996, The Toro Company acquired the James Hardie Irrigation Group ("Hardie") from James Hardie Industries Limited under an agreement dated September 18, 1996. The initial purchase price pursuant to the agreement was estimated to be $131,500,000. The purchase price was subsequently adjusted to $119,125,000 based on estimated, unaudited aggregate shareholders' equity of Hardie on December 1, 1996, subject to further adjustment based on final audit results.

Based on the financial statements of Hardie as of the acquisition date, shareholders' equity at the acquisition date was approximately $10,545,000 less than the estimated equity used as the closing date purchase price, and this $10,545,000 is to be returned from James Hardie Industries Limited to Toro. In addition, under the procedures established in the purchase agreement, Toro has delivered a letter of objections to James Hardie Industries Limited related to the valuation of assets, accounting methods applied, estimates used and other items. The resolution of these objections may result in an additional reduction of the purchase price.

BUSINESS ACQUISITIONS (CONTINUED)

The acquisition is accounted for using the purchase accounting method and, accordingly, the adjusted purchase price of $108,580,000 has initially been allocated based on the estimated fair values of assets acquired and liabilities assumed on the date of acquisition. The excess of the purchase price over the estimated fair value of net tangible assets acquired has been recorded as goodwill and is being amortized on a straight-line basis over 20 years. Any additional reductions in the purchase price as a result of resolution of the objections discussed in the preceding paragraph will result in a reduction of goodwill and/or other net assets. The related effect of these adjustments on the Consolidated Statement of Earnings of The Toro Company is not expected to be material.

The following unaudited pro forma information presents a summary of consolidated results of operations of the company and Hardie as if the acquisition had occurred at the beginning of fiscal 1996, with pro forma adjustments to give effect to amortization of goodwill, interest expense on acquisition debt and certain other adjustments, together with the related income tax effects.

	Three Months Ended		Six Months Ended	
(Dollars in thousands, except per share data)	May 2, 1997	May 3, 1996	May 2, 1997	May 3, 1996
Net sales	$ 352,203	$ 332,509	$ 575,326	$ 576,231
Net earnings	19,040	16,914	19,834	22,649
Earnings per share	1.53	1.34	1.59	1.79

SUBSEQUENT EVENT

On June 4, 1997, the company announced that it had signed a non-binding letter of intent to acquire Exmark Manufacturing Company, Inc., a leading manufacturer of equipment for the professional landscape contractor industry. Exmark is headquartered in Beatrice, Nebraska, and produces mid-sized walk-behind mowers and zero-turning-radius riding mowers for professional contractors. Exmark employs approximately 190 people in a 164,000 square foot facility and had sales of $38.4 million for the fiscal year ended August 31, 1996. Consummation of the acquisition is subject to preparation and execution of a definitive agreement, approval by Exmark's shareholders and regulatory approvals. Management believes that the consideration to be paid by the company will not be material to the company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

FORWARD-LOOKING INFORMATION

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In addition, forward-looking statements may be made orally in the future by or on behalf of the company.

Forward-looking statements involve risks and uncertainties, including, but not limited to, changes in business conditions and the economy in general in both foreign and domestic markets; weather conditions affecting demand; seasonal factors affecting the company's industry; lack of growth in the company's markets; litigation; financial market changes including interest rates and foreign exchange rates; trend factors including housing starts, new golf course starts and market demographics; government actions including budget levels, regulation, and legislation, primarily legislation relating to the environment, commerce and infrastructure, and health and safety; labor relations; availability of materials; actions of competitors; ability to integrate acquisitions; and the company's ability to profitably develop, manufacture and sell both new and existing products. Actual results could differ materially from those projected in the forward-looking statements as a result of these risk factors, and should not be relied upon as a prediction of actual future results. Further, Toro undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

RESULTS OF OPERATIONS

Second quarter net earnings rose 13.1% to $19.0 million from the net earnings of $16.8 million for the same period in the previous year. Earnings per share for the second quarter improved 15.0% to $1.53 from $1.33 in the previous period. Revenues increased from $288.6 million in the second quarter of 1996 to $352.2 million in the second quarter of 1997, as a result of factors discussed in the following paragraphs. The increase in sales was due in part to the acquisition of Hardie.

For the six months ended May 2, 1997 net sales increased from the same period in 1996 by $61.0 million or 12.2%. Net earnings for the six months ended May 2, 1997 were $21.5 million as compared to $25.3 million for the same period last year.

In both fiscal 1996 and 1997 the spring mowing season was cold and late in many key markets. In fiscal 1997 these unpredictable weather patterns heightened a conservative buying attitude among dealers and distributors. The company continues to focus on more efficient asset management, and integration of the Hardie acquisition.

The following table sets forth net sales by product line.

(Dollars in thousands)	Three Months Ended			
	May 2, 1997	May 3, 1996	$ Change	% Change
Consumer products.	$ 137,913	$ 137,791	$ 122	.1%
Commercial products.	122,030	108,523	13,507	12.4
Irrigation products.	92,260	42,332	49,928	117.9
Total *.	$ 352,203	$ 288,646	$ 63,557	22.0%
* Includes international sales of:	$ 81,954	$ 64,339	$ 17,615	27.4%

(Dollars in thousands)	Six Months Ended			
	May 2, 1997	May 3, 1996	$ Change	% Change
Consumer products.	$ 221,555	$ 240,432	$(18,877)	(7.9)%
Commercial products.	199,987	186,856	13,131	7.0
Irrigation products.	139,618	72,859	66,759	91.6
Total *.	$ 561,160	$ 500,147	$ 61,013	12.2%
* Includes international sales of:	$ 135,980	$ 103,758	$ 32,222	31.1%

CONSUMER PRODUCT SALES

Worldwide net sales of consumer products for the three months ended May 2, 1997 of $137.9 million were flat as compared to the prior year and down $18.9 million for the six months ended May 2, 1997. Again, as in fiscal 1996, this quarter had a slow start to the lawn and garden retail season because of unseasonably cool weather. Although retail demand was stronger this period than a year ago, dealers and distributors remained conservative and kept their inventories at a minimum. A snow storm also caused a ten day plant shutdown that resulted in lower production and sales of riding equipment during the first six months. These decreases in sales were offset slightly by sales of newly introduced electric and battery-operated walk-behind mowers.

International consumer net sales for the three months ended May 2, 1997 increased from $20.7 million to $21.5 million and from $34.3 million to $36.8 million for the six months ended May 2, 1997 as a result of continued strong demand in Canada and the introduction of products in France's largest mass merchant. The new electric walk-behind mower has been well received in the international market.

COMMERCIAL PRODUCT SALES

Worldwide commercial product net sales for the three months ended May 2, 1997 were $122.0 million compared to $108.5 million in the same period in the prior year. Net sales for the six months ended May 2, 1997 were $200.0 million compared to $186.9 million in the same period in the prior year. Sales of equipment to golf courses did well, reflecting the continued growth of the golf market, and several new product introductions in the second quarter also reinforced sales.

International commercial net sales increased to $39.5 million for the three months ended May 2, 1997 from $36.5 million in the prior year. Net sales increased to $62.2 million for the six months ended May 2, 1997 from $55.9 million in the prior year. Equipment sales to the golf market were up as new courses were added in the Philippines, Korea and Egypt. Golf equipment sales also did well in Europe despite generally weak economic conditions.

IRRIGATION PRODUCT SALES

Worldwide irrigation product net sales rose 117.9% from $42.3 million in the same three month period last year to $92.3 million in the current year. Net sales for the six months ended May 2, 1997 were $139.6 compared to $72.9 in the same period in the prior year. This increase is almost entirely attributable to the acquisition of Hardie.

International irrigation net sales, excluding Hardie sales, increased by 17.7% for the second quarter and 1.5% for the first six months of fiscal 1997, as compared to the corresponding period in the prior year.

GROSS PROFIT

Gross profit was $125.1 million and $200.3 million for the three and six months ended May 2, 1997, respectively, an increase of $21.3 million and $20.2 million from the three and six months ended May 3, 1996, respectively. As a percent of sales, gross profit for the three month period ended May 2, 1997 was 35.5% compared with 36.0% for the three month period ended May 3, 1996 and 35.7% for the six months ended May 2, 1997 versus 36.0% for the six month period ended May 3, 1996. The lower gross margin was primarily due to lower gross margins contributed by Hardie product sales. Manufacturing variances were relatively flat as compared to last year.

Selling, General and Administrative Expense
(Dollars in millions)

	3 Months Ended		3 Months Ended	
S G & A	May 2, 1997	% of Net Sales	May 3, 1996	% of Net Sales
Administrative	$ 26.7	7.6%	$ 21.7	7.5%
Sales and Marketing	33.0	9.3	24.3	8.4
Warranty	9.8	2.8	11.0	3.8
Distributor/Dealer Financing	2.8	0.8	2.8	1.0
Research and Development	9.1	2.6	7.5	2.6
Warehousing	5.4	1.5	4.4	1.5
Service/Quality Assurance	2.4	0.7	1.8	0.7
Total	$ 89.2	25.3%	$ 73.5	25.5%

Selling, general and administrative expense (SG&A) for the three months ended May 2, 1997 increased $15.7 million from the prior year, and as a percent of sales decreased slightly to 25.3% from 25.5% for the same period in fiscal 1996. Hardie added $10.0 million in SG&A expense during the second quarter of fiscal 1997. SG&A expense for the six months ended May 2, 1997 increased $20.3 million from the prior year, including Hardie's SG&A expense of $16.1 million, and as a percent of sales increased to 28.1% from 27.5% for the same period in fiscal 1996. Administrative expenses, net of Hardie, increased $2.0 million for the quarter and $2.2 million for the six months ended May 2, 1997 due mainly to increased costs for information systems and overall increases in administrative expenses. Sales and marketing expenses, net of Hardie, increased by $4.9 million for the quarter and $5.1 million for the six months ended May 2, 1997 due to increased promotional costs of new products for the landscape contractor group. The percent of sales change in sales and marketing expense was the result of timing of marketing program expenses. Warranty expense, net of Hardie, decreased $1.9 million for the quarter and $3.7 million for the six months ended May 2, 1997 due primarily to a reserve established in the prior period for required rework on a lawnmower product. Warranty expense as a percent of sales also decreased from the prior year as a result of a change in the mix of products sold and a warranty related refund received from a vendor. Distributor/dealer financing, research and development, and warehousing expenses, net of Hardie, were flat as compared to the same period in fiscal 1996.

FINANCIAL POSITION AS OF MAY 2, 1997

MAY 2, 1997 COMPARED TO MAY 3, 1996

Total assets at May 2, 1997 were $800.0 million, up $174.9 million from May 3, 1996. Of this increase, Hardie accounted for $168.3 million. Cash, net of Hardie of $4.4 million, decreased from the prior period as the result of improved asset management policies. Accounts receivable, net, increased by $69.4 million, with $60.7 million in net receivables attributable to Hardie. The remaining increase in receivables is the result of higher sales in both the commercial and international divisions. Inventory balances, net of Hardie inventories of approximately $24.9 million, declined by $24.8 million due to asset management strategies which match production more closely with retail demand and result in lower overall inventory levels. Net property, plant and equipment, increased by approximately $46.4 million, with $30.4 million of this increase related to Hardie and the remaining increase related to the corporate headquarters expansion and new tooling projects. Other assets increased by $55.4 million with Hardie accounting for $47.2 million. The remainder of the increase was the result of the purchase of patents, additional acquisition costs for Hardie and the purchase of property for possible future corporate expansion.

Total current liabilities of $495.7 million at May 2, 1997 increased $154.3 million compared with current liabilities at May 3, 1996. The majority of this increase was short-term borrowing, which increased by $129.4 million over the prior year due primarily to the financing of both the purchase price and working capital needs of Hardie. The increase in short-term borrowing was offset by a decrease in trade payables, net of Hardie, primarily as a result of the timing of vendor payments. Other accrued liabilities increased by $17.4 million, primarily as a result of expenses related to the Hardie acquisition, and Hardie accrued liabilities acquired. The current portion of long-term debt was also reduced due to the repayment of Toro Credit Company ("TCC") debt. TCC is now being financed by the parent company on a consolidated basis. Other long-term liabilities also increased over the prior period, primarily as a result of accrued interest related to the interest rate swap agreement entered into during second quarter of fiscal 1996.

MAY 2, 1997 COMPARED TO OCTOBER 31, 1996

Total assets at May 2, 1997 were $800.0 million, up $303.1 million from October 31, 1996. As indicated previously, Hardie accounted for approximately $168.3 million of this increase. Accounts receivable, net of Hardie, increased from October 31, 1996 primarily due to increased sales volumes. Inventory, net of Hardie, increased by $3.8 million primarily as a result of the normal buildup of consumer lawn and garden products manufactured in the first six months of the year. Net property, plant and equipment increased from $73.8 million to $115.2 million due to the addition of Hardie net property, plant and equipment of $30.4 million, the expansion of the corporate headquarters and routine capital expenditures. Other assets increased as a result of the excess of the purchase price of Hardie over the fair value of the net assets acquired of approximately $26.9 million plus additional capitalized acquisition costs of approximately $16.7 million and the acquisition of Hardie's other assets.

Total current liabilities of $495.7 million at May 2, 1997 increased $287.8 million compared with current liabilities at October 31, 1996. The majority of this increase was the result of additional short-term borrowings of $237.0 million a portion of which was used to finance the purchase price and working capital needs of Hardie. The remaining increase in short-term borrowing reflects the company's strategy of utilizing short-term borrowing to fund the company's seasonal working capital needs. Other accrued liabilities increased as a result of expenses related to the acquisition of Hardie and accruals for various seasonal sales and marketing programs which are at their peak during the spring selling season. There were no significant changes in long-term debt and other long-term liabilities from October 31, 1996 to May 31, 1997.

LIQUIDITY AND CAPITAL RESOURCES

The primary use of cash during the first six months of fiscal 1997 was $117.6 million used for the acquisition of Hardie. The purchase price has been initially funded with temporary bank debt. The company has filed a shelf registration which will facilitate the issuance of long-term debt to replace this temporary bank debt, and intends to refinance this temporary debt with long-term financing during the current fiscal year. The company believes that financing is also available through other sources.

Cash used in operating activities for the first six months of fiscal 1997 was primarily for the seasonal increase in accounts receivable. The company's working capital needs are funded with $190.0 million of unsecured bank credit lines. An agreement for an additional $150.0 million unsecured bank credit line expiring in December 1997 was executed in conjunction with the acquisition of Hardie. The company also has banker's acceptance financing agreements under which an additional $40.0 million is available. The company's business is seasonal, with peak borrowing under the working capital lines described above generally occurring between February and May each year.

Management believes that the combination of funds available through its existing financing arrangements, coupled with forecasted cash flows, will provide the capital resources for its anticipated needs.

INFLATION

The company is subject to the effects of changing prices. The company has, however, generally been able to pass along inflationary increases in its costs by increasing the prices of its products.

PART II. OTHER INFORMATION

Item 4 Results of Votes of Security Holders

The Annual Meeting of Stockholders was held on March 13, 1997.

The results of the stockholder votes were as follows:

		For	Against	Abstain
1.	Election of Directors			
	Janet K. Cooper	10,086,165	179,512	
	Kendrick B. Melrose	10,080,644	185,033	
	Edwin H. Wingate	10,077,796	187,881	
2.	Approval of Amendment of Continuous Performance Award Plan	9,381,511	768,642	115,524
3.	Approval of Amendment of Annual Management Incentive Plan	9,391,586	744,455	129,636
4.	Approval of Selection of Independent Auditors	10,060,566	115,283	89,828

Item 6 Exhibits and Reports on Form 8-K

(a) Exhibit 11 Computation of Earnings per Common Share

(b) Exhibit 27 Financial Data Schedule

Summarized financial data; electronic filing only.

(c) Reports on Form 8-K

On February 18, 1997, the company filed Amendment No. 1 to its Current Report on Form 8-K dated December 16, 1996 on Form 8-K/A providing financial information for the business acquired and pro forma financial information related to the acquisition of the James Hardie Irrigation Group.

On June 6, 1997, the company filed Amendment No. 2 to its Current Report on Form 8-K dated December 16, 1996 on Form 8-K/A providing financial information for the business acquired and pro forma financial information related to the acquisition of the James Hardie Irrigation Group which supersedes the information provided in Amendment No. 1 referenced in the previous paragraph.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TORO COMPANY
(Registrant)

By /s/ Stephen P. Wolfe

Stephen P. Wolfe
Vice President, Finance
Chief Financial Officer
(principal financial officer)

Date: June 16, 1997

Exhibit 11

THE TORO COMPANY AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON SHARE (UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER-SHARE DATA)

	Three Months Ended		Six Months Ended	
	May 2, 1997	May 3, 1996	May 2, 1997	May 3, 1996
Net earnings	$ 19,040	$ 16,820	$ 21,531	$ 25,318
Primary:				
Shares of common stock and common stock equivalents:				
Weighted average number of common shares outstanding.	12,075,340	12,222,437	12,080,429	12,220,874
Dilutive effect of outstanding stock options (1).	361,208	429,796	381,289	437,539
	12,436,548	12,652,233	12,461,718	12,658,413
Net earnings per share of common stock and common stock equivalent.	$ 1.53	$ 1.33	$ 1.73	$ 2.00
Fully Diluted:				
Shares of common stock and common stock equivalents:				
Weighted average number of common shares outstanding.	12,075,340	12,222,437	12,080,429	12,220,874
Dilutive effect of outstanding stock options (2).	410,346	429,796	431,468	445,315
	12,485,686	12,652,233	12,511,897	12,666,189
Net earnings per share of common stock and common stock equivalent.	$ 1.52	$ 1.33	$ 1.72	$ 2.00

1) Outstanding stock options and options exercised in the current period are converted to common stock equivalents by the treasury stock method using the average market price of the company's stock during each period.

2) Outstanding stock options and options exercised in the current period are converted to common stock equivalents by the treasury stock method using the greater of the average market price or the period-end market price of the company's stock during each period.

5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS,THE CONDENSED
CONSOLIDATED BALANCE SHEET AND EXHIBIT 11 AND IS QUALIFIED IN ITS ENTIRETY BY
REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

6-MOS
OCT-31-1997
NOV-01-1996
MAY-02-1997
5,593
0
412,725
0
159,014
611,761
319,010
203,859
800,014
495,666
53,365
0
0
11,980
215,762
800,014
352,203
352,203
227,086
89,160
(1,600)
0
6,085
31,472
12,432
19,040
0
0
0
19,040
1.53
1.52

TOTAL LONG-TERM DEBT
DOES NOT INCLUDE ADDITIONAL PAID-IN-CAPITAL
OTHER INCOME-NET
NOT INCLUDED IN QUARTERLY FINANCIAL INFORMATION
TOTAL NET RECEIVABLES