

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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THE TORO COMPANY

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

41-0580470

-----  
(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

8111 LYNDAL AVE SOUTH, BLOOMINGTON, MINNESOTA 55420-1196  
(952) 888-8801

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

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J. LAWRENCE MCINTYRE, ESQ.  
VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
THE TORO COMPANY  
8111 LYNDAL AVE SOUTH  
BLOOMINGTON, MINNESOTA 55420-1196  
TELEPHONE: (952) 888-8801

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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COPY TO:

DEAN R. EDSTROM, ESQ.  
ATTORNEY AT LAW PROFESSIONAL ASSOCIATION  
1100 ONE FINANCIAL PLAZA  
120 SOUTH SIXTH STREET  
MINNEAPOLIS, MINNESOTA 55402-1801  
TELEPHONE: (612) 573-3661  
TELEFAX: (612) 330-0959  
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## DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 1 (this "Amendment") to Registration Statement on Form S-3 (Registration No. 333-20901) (the "Registration Statement") of The Toro Company, a Delaware corporation (the "Company"), is to deregister all securities registered pursuant to the Registration Statement but unissued as of the date this Amendment is filed. The Registration Statement, which related to \$250,000,000 principal amount of securities, became effective on June 10, 1997. On June 24, 1997 the Company sold \$175,000,000 in debt securities registered under the Registration Statement. In accordance with an undertaking made by the Company in Part II, Item 17(a)(3) of the Registration Statement, the Company hereby deregisters the \$75,000,000 principal amount of securities registered under the Registration Statement which remains unsold.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Toro Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington and the State of Minnesota, on the 31st day of January, 2001.

THE TORO COMPANY

By: /S/ J. LAWRENCE MCINTYRE

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 J. Lawrence McIntyre,  
 VICE PRESIDENT, SECRETARY AND  
 GENERAL COUNSEL

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

NAME	TITLE	DATE
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*	Chairman and Chief Executive Officer	
Kendrick B. Melrose	(Principal Executive Officer)	
/S/ STEPHEN P. WOLFE	Vice President and Chief Financial Officer	
Stephen P. Wolfe	(Principal Financial Officer)	January 31, 2001
*	Vice President and Controller	
Randy B. James	(Principal Accounting Officer)	
*	Director	
Ronald O. Baukol		

NAME

TITLE

DATE

\*

Robert C. Buhrmaster

Director

Winslow H. Buxton

Director

January \_\_, 2001

\*

Janet K. Cooper

Director

Katherine J. Harless

Director

January \_\_, 2001

\*

Robert H. Nassau

Director

\*

Dale R. Olseth

Director

Gregg W. Steinhafel

Director

January \_\_, 2001

Christopher A. Twomey

Director

January \_\_, 2001

\*

Edwin H. Wingate

Director

\*By: /S/ J. LAWRENCE MCINTYRE

J. Lawrence McIntyre  
ATTORNEY-IN-FACT

January 31, 2001