

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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THE TORO COMPANY

(Exact name of issuer as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

41-0580470  
(I.R.S. Employer  
Identification Number)

8111 Lyndale Avenue South  
Bloomington, Minnesota 55420  
(Address of principal executive offices) (Zip Code)

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THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN  
(Full title of the plan)

J. Lawrence McIntyre, Esquire  
Vice President, Secretary and General Counsel  
The Toro Company  
8111 Lyndale Avenue South  
Bloomington, Minnesota 55420  
Telephone number: (612) 888-8801  
(Name, address and telephone number of agent for service)

Copy to:

Helen P. Starr, Esquire  
Perkins Coie LLP  
607 Fourteenth Street, N.W.  
Washington, D.C. 20005

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00 per share (a)	500,000 shares(b)	\$36.1875(c)	\$18,093,750(c)	\$3,619(d)
Interests in the Plan (e)				

- (a) Each share of Common Stock has one Preferred Share Purchase Right attached to it. Value attributable to such Rights, if any, is reflected in the market price of the Common Stock.
- (b) An indeterminate number of shares will be issued from time to time to participants in the Plan.
- (c) Estimated solely to calculate the registration fee, pursuant to Rule 457(c) and Rule 457(h), on the basis of the average of the high and low prices reported in the consolidated reporting system on June 23, 1999.
- (d) Restricted fee to be applied to account number 737758.
- (e) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described.

INCORPORATION BY REFERENCE

This Amendment No. 1 filed pursuant to Instruction E of Form S-8 relates to Registrant's Registration Statement on Form S-8 (No. 33-59563), filed with the Securities and Exchange Commission on May 24, 1995. Under that Registration Statement, Registrant registered 500,000 shares of Common Stock and an indeterminate amount of interests to be offered and sold in connection with The Toro Company Investment and Savings Plan (the "Plan"). This Amendment No. 1 increases to 1,000,000 shares the total number of shares registered for issuance under the Plan.

The contents of Registrant's Registration Statement on Form S-8 (No. 33-59563) are incorporated by reference in this Amendment No. 1.

AMENDMENT TO INCREASE SHARES

On November 18, 1998, the Board of Directors of Registrant approved amendments to the Plan to increase the number of shares of Common Stock that may be issued under the Plan from 500,000 to 1,000,000, subject to adjustment to reflect changes in the corporate or capital structure of Registrant, including but not limited to stock splits, stock dividends or similar transactions. As permitted by the instructions to Form S-8, this Amendment No. 1 omits the information specified in Part I of Registrant's Registration Statement on Form S-8.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
4(d)	Certificate of Designation to Certificate of Incorporation of Registrant dated May 28, 1998 (incorporated by reference to Exhibit (c)(1) to Registrant's Current Report on Form 8-K dated May 27, 1998, Commission File No. 1-8649).
4(e)	Bylaws of Registrant, as amended (incorporated by reference to Exhibit 3(ii) and 4(d) to Registrant's Form 10-Q for the quarter ended April 30, 1999).
4(f)	Rights Agreement dated as of May 20, 1998 between Registrant and Norwest Bank Minnesota National Association relating to rights to purchase Series B Junior Participating Voting Preferred Stock, as amended (incorporated by reference to Exhibit (c)(1) to Registrant's Current Report on Form 8-K dated May 27, 1998, Commission File No. 1-8649).
24	Powers of Attorney

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to Registrant's Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota on the 30th day of June, 1999.

THE TORO COMPANY  
(Registrant)

By: 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 Amendment No. 1 to its Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
KENDRICK B. MELROSE ----- Kendrick B. Melrose	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	June 30, 1999
STEPHEN P. WOLFE ----- Stephen P. Wolfe	Vice President Finance and Chief Financial Officer (Principal Financial Officer)	June 30, 1999
RANDY B. JAMES ----- Randy B. James	Vice President and Controller (Principal Accounting Officer)	June 30, 1999
* ----- Ronald O. Baukol	Director	June 30, 1999
* ----- Robert C. Buhrmaster	Director	June 30, 1999
* ----- Winslow H. Buxton	Director	June 30, 1999

*	Director	June 30, 1999
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Janet K. Cooper		
*	Director	June 30, 1999
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Alex A. Meyer		
*	Director	June 30, 1999
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Robert H. Nassau		
*	Director	June 30, 1999
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Dale R. Olseth		
*	Director	June 30, 1999
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Christopher A. Twomey		
	Director	
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Gregg W. Steinhafel		
*	Director	June 30, 1999
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Edwin H. Wingate		

\* By J. LAWRENCE MCINTYRE  
-----  
J. Lawrence McIntyre  
ATTORNEY-IN-FACT  
June 30, 1999

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Amendment No. 1 to Registrant's Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota, on June 30, 1999.

THE TORO COMPANY INVESTMENT AND SAVINGS PLAN  
(Plan)

By: J. LAWRENCE MCINTYRE  
-----  
J. Lawrence McIntyre, Vice President,  
Secretary and General Counsel

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kendrick B. Melrose, J. Lawrence McIntyre and Stephen P. Wolfe, and each or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities to sign Amendment No. 1 to its Registration Statement on Form S-8, relating to The Toro Company Investment and Savings Plan (Registration No. 33-59563), to be filed by The Toro Company with the Securities and Exchange Commission with respect to an offering of up to 1,000,000 shares of Common Stock and related Preferred Share Purchase Rights, and to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any one of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 18th day of November, 1998.

RONALD O. BAUKOL  
- - - - -  
Ronald O. Baukol

ROBERT C. BUHRMASTER  
- - - - -  
Robert C. Buhrmaster

WINSLOW H. BUXTON  
- - - - -  
Winslow H. Buxton

CHRISTOPHER A. TWOMEY  
- - - - -  
Christopher A. Twomey