

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>NASSAU ROBERT H</u>  (Last) (First) (Middle) <u>8111 LYNDALE AVENUE SOUTH</u>  (Street) <u>BLOOMINGTON MN 55420-1196</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [ TTC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2005</u>	
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	01/19/2005		M		300	A	\$22.04	2,827	D	
Common Stock	01/19/2005		M		3,700	A	\$22.04	6,527	D	
Common Stock	01/19/2005		M		2,000	A	\$23.25	8,527	D	
Common Stock	01/19/2005		M		4,000	A	\$32.415	12,527	D	
Common Stock	01/19/2005		S		300	D	\$82.15	12,227	D	
Common Stock	01/19/2005		M		4,000	D	\$82.15	8,227	D	
Common Stock	01/19/2005		S		3,700	D	\$82.2	4,527	D	
Common Stock	01/19/2005		S		2,000	D	\$82.2	2,527	D	
Common Stock Units								7,082.063	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
Stock Option	\$22.04	01/19/2005		M			300	05/01/2002	11/01/2006	Common Stock	300	\$22.04	3,700	D	
Stock Option	\$22.04	01/19/2005		M			3,700	05/01/2002	11/01/2006	Common Stock	3,700	\$22.04	0	D	
Stock Option	\$23.25	01/19/2005		M			2,000	09/13/2001	03/13/2006	Common Stock	2,000	\$23.25	0	D	
Stock Option	\$32.415	01/19/2005		M			4,000	05/01/2003	11/01/2007	Common Stock	4,000	\$32.415	0	D	

Explanation of Responses:

N. Jeanne Ryan, Atty-In-Fact 01/20/2005

\*\* 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.