

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 * <u>HOFFMAN MICHAEL J</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chmn., Pres & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	11/13/2008		M		12,760	A	\$6.2345	160,679.218 ⁽¹⁾	D	
Common Stock	11/13/2008		F		3,314	D	\$30.31	157,365.218 ⁽¹⁾	D	
Common Stock	11/13/2008		F		2,624	D	\$30.31	154,741.218 ⁽¹⁾	D	
Performance Share Units								45,894.274 ⁽²⁾	D	
Common Stock								30,148.146 ⁽³⁾	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						Title
Stock Option	\$6.2345	11/13/2008		M			12,760	11/18/1998	11/18/2008	Common Stock	12,760	\$6.2344	0	D	

Explanation of Responses:

- Includes the following Shares of common Stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan since the date of his last report: 720.587 Shares of Common Stock acquired on July 11, 2008 and 688.398 Shares of Common Stock acquired on October 17, 2008.
- Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers since the date of his last report: 220.735 Performance Share Units acquired on July 11, 2008 and 212.402 Performance Share Units acquired on October 17, 2008
- Includes the following Shares of Common Stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan since the date of his last report: 144.639 Shares of Common Stock acquired on July 11, 2008 and 140.328 Shares of Common Stock acquired on October 17, 2008.

Stacy L. Bogart, Atty-In-Fact 11/17/2008

** 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.