

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 | |
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| 1. Name and Address of Reporting Person* <u>MCINTYRE J LAWRENCE</u> (Last) (First) (Middle) 8111 LYNDALE AVENUE SOUTH (Street) BLOOMINGDALE MN 55420-1196 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Secy & Gen. Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/20/2003 | |
| | 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 | 10/20/2003 | | M | | 16,000 | A | \$32.275 | 16,980.353 | D | |
| common stock | 10/20/2003 | | S | | 16,000 | D | \$47.65 | 980.353 | D | |
| Common Stock Units | 10/17/2003 | | J | V | 12.789 ⁽¹⁾ | A | \$47.9293 | 10,228.963 | D | |
| Matching Units | 10/17/2003 | | J | V | 6.395 ⁽¹⁾ | A | \$47.9293 | 5,114.466 | D | |
| Performance Share Units | 10/17/2003 | | J | V | 34.949 ⁽¹⁾ | A | \$47.9293 | 27,953.253 | D | |
| Common Stock | 09/30/2003 | | J | V | 9.301 ⁽²⁾ | A | \$45.8644 | 10,179.566 | 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 | \$32.275 | 10/20/2003 | | M | | | 16,000 | 12/04/2002 | 12/04/2012 | common stock | 16,000 | \$32.275 | 0 | D | |

Explanation of Responses:

- Dividend reinvestment under deferred compensation plan, exempt under Rule 16a-11 and SEC Frequently Asked Questions (Q.25, 11/14/2002).
- Ongoing acquisition on account of dividend reinvestment under Investment, Savings and Employee Stock Ownership Plan, exempt from Section 16(a) under Rule 16a-3(f)(1)(i)(B) and from Section 16(b) under Rule 16b-3(c).

N. Jeanne Ryan, Attorney-In-Fact 10/21/2003

** 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.