

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>DRAZAN MICHAEL D</u>  (Last) (First) (Middle) <u>8111 LYNDAL AVE S</u>  (Street) <u>BLOOMINGTON MN 55420-1196</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [ TTC ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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>V.P. Corporate Info. Services</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	06/10/2004		M		4,000	A	\$15.813	12,855	D	
Common Stock	06/10/2004		S		1,600	D	\$69	11,255	D	
Common Stock	06/10/2004		S		2,400	D	\$68.95	8,855	D	
Common Stock	06/10/2004		G	V	320 <sup>(1)</sup>	D	\$0	8,535	D	
Common Stock								575.939	I	The Toro Company Investment, Savings & ESOP
Common Stock	06/10/2004		G		160	A	\$0	160	I	By son
Common Stock	06/10/2004		S		80	D	\$68.9	80	I	By son
Common Stock	06/10/2004		G		160	A	\$0	160	I	By daughter
Common Stock	06/10/2004		S		80	D	\$68.9	80	I	By daughter

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					Date Exercisable	Expiration Date				
Stock Option	\$15.813	06/10/2004		M			4,000	12/15/2003	12/15/2006	Common Stock	4,000	\$15.8125	8,000	D	

Explanation of Responses:

1. Gift of 160 shares each to son and to daughter. The children are going to college and live at reporting person's address. The reporting person disclaims beneficial ownership of the shares held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purpose of Section 16 or for any other purposes.

N. Jeanne Ryan, Atty-In-Fact      06/14/2004  
\*\* 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.