

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>MELROSE KENDRICK B</b>  (Last) (First) (Middle) <b>8111 LYNDALE AVENUE SOUTH</b>  (Street) <b>BLOOMINGTON MN 55420-1196</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TORO CO [ TTC ]</b>	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) <b>Executive Chairman of the Board</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2006</b>	
	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	12/13/2005		G	V	21,533	D	\$0	298,937	D	
Common Stock	01/09/2006		M		16,040	A	\$6.2345	314,977	D	
Common Stock	01/09/2006		M		11,892	A	\$8.4065	326,869	D	
Common Stock	01/09/2006		M		11,828	A	\$8.453	338,697	D	
Common Stock	01/09/2006		M		8,464	A	\$11.8125	347,161	D	
Common Stock	01/09/2006		M		6,196	A	\$16.1375	353,357	D	
Common Stock	01/09/2006		M		8,278	A	\$24.16	361,635	D	
Common Stock	01/09/2006		F		15,205	D	\$46.02	346,430	D	
Common Stock Units								77,838.0277	D	
Matching Units								38,918.0721	D	
Performance Share Units								727,013.5897	D	
Common Stock								1,832	I	By grandchildren
Common Stock								38,115.9007	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	01/09/2006		M			16,040	11/18/1998	11/18/2008	Common Stock	16,040	\$6.2344	177,960	D	
Stock Option	\$8.4065	01/09/2006		M			11,892	12/05/2000	12/05/2010	Common Stock	11,892	\$8.4063	192,108	D	
Stock Option	\$8.453	01/09/2006		M			11,828	12/02/1999	12/02/2009	Common Stock	11,828	\$8.4532	132,172	D	
Stock Option	\$11.8125	01/09/2006		M			8,464	12/04/2001	12/04/2011	Common Stock	8,464	\$11.8125	177,536	D	
Stock Option	\$16.1375	01/09/2006		M			6,196	12/04/2002	12/04/2012	Common Stock	6,196	\$16.1375	181,804	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	Amount or Number of Shares				
Stock Options (Right to buy)	\$24.16	01/09/2006		M			8,278	12/04/2005	12/04/2013	Common Stock	8,278	\$24.16	105,722	D	

Explanation of Responses:

N. Jeanne Ryan, Atty-In-Fact      01/11/2006

\*\* 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.**