

**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*<br><u>COOPER JANET KATHERINE</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>TORO CO [ TTC ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input type="checkbox"/> Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/04/2007</u> |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |  |  |
| <u>8111 LYNDALE AVENUE SOUTH</u>  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)              |  |  |   |  |  |
| (Street)<br><u>BLOOMINGTON MN 55420-1196</u>                              |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)  |         |          |   |  |  |   |  |  |

**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                    | 01/04/2007                           |  | M                              |   | 8,000   | A          | \$16.2075 | 16,422  | D  |   |
| Common Stock                    | 01/04/2007                           |  | M                              |   | 4,000   | A          | \$25.35   | 20,422  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 4,700   | D          | \$47.5    | 15,722  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 1,400   | D          | \$47.51   | 14,322  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 1,300   | D          | \$47.52   | 13,022  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 800   | D          | \$47.53   | 12,222  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 900   | D          | \$47.54   | 11,322  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 1,000   | D          | \$47.55   | 10,322  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 200   | D          | \$47.55   | 10,122  | D  |   |
| Common Stock                    | 01/04/2007                           |  | S                              |   | 1,700   | D          | \$47.59   | 8,422   | D  |   |
| Common Stock Units              |                                      |  |                                |   |   |            |           | 9,261.9995  | 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                               | \$16.2075  | 01/04/2007                           |  | M                              |   |  | 8,000 | 05/01/2003   | 11/01/2007      | Common Stock  | 8,000                                      | \$16.2075  | 0   | D  |       |
| Stock Option                               | \$25.35  | 01/04/2007                           |  | M                              |   |  | 4,000 | 05/01/2004   | 11/01/2008      | Common Stock  | 4,000                                      | \$25.35  | 0   | D  |       |

Explanation of Responses:

N. Jeanne Ryan, Atty-In-Fact 01/05/2007

\*\* 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.