

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1
to
SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION
14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

THE TORO COMPANY
(NAME OF SUBJECT COMPANY (ISSUER))

THE TORO COMPANY (OFFEROR)
(NAME OF FILING PERSON (IDENTIFYING STATUS AS OFFEROR, ISSUER OR OTHER PERSON))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(TITLE OF CLASS OF SECURITIES)

891092108
(CUSIP NUMBER OF CLASS OF SECURITIES)

J. LAWRENCE MCINTYRE
VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
THE TORO COMPANY
8111 LYNDALE AVENUE SOUTH, BLOOMINGTON, MINNESOTA 55420-1196
TELEPHONE: (952) 888-8801
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPY TO:

RICHARD D. KATCHER, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$150,000,000	\$19,005

*Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that 2,500,000 outstanding shares of common stock, par value \$1.00 per share, are being purchased at the maximum possible tender offer price of \$60.00 per share.

**The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Advisory #7 for Fiscal Year 2004 issued by the Securities Exchange Commission, equals \$126.70 per million of the value of the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$19,005
Form or Registration No.: Schedule TO
Filing Party: The Toro Company
Date Filed: March 17, 2004

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

=====
This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on March 17, 2004 (the "Schedule TO") by The Toro Company, a Delaware corporation (the "Company"), relating to the offer by the Company to purchase up to 2,500,000 shares of its common stock, \$1.00 par value per share, including the associated preferred stock purchase rights (together, the "Shares"), or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price determined by the Company between \$56.50 and \$60.00 per Share, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in an Offer to Purchase, dated March 17, 2004 and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"). This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Offer is incorporated in this Amendment No. 1 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

(a)(1)(H) Memorandum to All Toro Employees from Kendrick B. Melrose, dated March 19, 2004.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE TORO COMPANY

By: /s/ J. Lawrence McIntyre

Name: J. Lawrence McIntyre
Title: Vice President, Secretary and
General Counsel

Dated: March 19, 2004

EXHIBIT INDEX

(a)(1)(H) Memorandum to All Toro Employees from Kendrick B. Melrose, dated March 19, 2004.

MEMORANDUM

DATE: March 19, 2004

TO: All Toro Employees

FROM: Kendrick B. Melrose

SUBJECT: TENDER OFFER FOR TORO STOCK

By now most of you have read the announcement that the Company is conducting a Dutch Auction Self Tender Offer to purchase up to 2,500,000 shares of Toro stock for a price that Toro will determine between \$56.50 and \$60.00 per share. All shares that Toro purchases under the Tender Offer will be purchased at the same price. As a stockholder and as a participant in a Toro retirement plan which owns Toro stock, you will be receiving in the mail a number of legal documents in connection with the Tender Offer including:

- o the formal Offer to Purchase
- o a Letter of Transmittal for stockholders of record to use to tender shares to the depository, Wells Fargo Bank
- o a Form of Notice of Guaranteed Delivery to be used by some stockholders
- o a cover letter from me addressed to our stockholders
- o a letter to participants in Toro retirement plans
- o an election form for retirement plan participants
- o questions and answers about the Tender Offer for retirement plan participants

Depending on whether you are a stockholder directly or only through the retirement plans, you will receive some or all of the above documents. You may receive multiple copies of materials, depending on how you are listed on our stock transfer agent's records. Keep in mind, you are not receiving these documents because you are a Toro employee but, rather, because you are a stockholder.

Toro's Board of Directors authorized this tender offer as a prudent use of financial resources given Toro's business, assets and current stock price, and as an efficient means to provide value to stockholders. The offer represents an opportunity for Toro to return cash to stockholders who elect to tender their shares while at the same time increasing non-tendering stockholders' proportional interest in Toro. Board members and the executive officers have indicated they will not tender any shares during the Auction and I will not be tendering my shares either.

Employee stock ownership is a key link in your relationship with The Toro Company and provides you with an opportunity to reap potential long-term rewards from you efforts. However, the Tender Offer is an opportunity for all stockholders to tender their shares - including employees who own stock directly or indirectly through their retirement plans. Toro has amended the terms of the retirement plans to permit (during the period of the tender offer) participants to direct the tender of any Toro stock held in their retirement account, whether or not vested or otherwise restricted. We make no recommendations to you as to whether you should tender or not tender your shares. It is your right and responsibility to make the decision that is most appropriate for you.

If you have any questions about the Tender Offer or the documents that arrive in the mail, you may contact Tom Larson, Assistant Treasurer at (952) 887-8449.

* * *

This memorandum is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares of The Toro Company. The tender offer is being made only pursuant to the offer to purchase and related materials that Toro has distributed to its stockholders. Stockholders should read the offer to purchase and the related materials

carefully because they contain important information. Stockholders are able to obtain a free copy of the Tender Offer Statement on Schedule TO, the offer to purchase and other documents that Toro has filed with the Securities Exchange Commission at the Commission's website at www.sec.gov. Stockholders may also obtain a copy of these documents, without charge, from Morrow & Co., Inc., the information agent for the tender offer, toll free at (800) 607-0088.