

**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*<br><u>DRAZAN MICHAEL D</u><br><br>(Last) (First) (Middle)<br>8111 LYNDAL AVENUE SOUTH<br><br>(Street)<br>BLOOMINGTON MN 55420-1196<br><br>(City) (State) (Zip) | 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><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>V.P. Corporate Info. Services</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/07/2007</u> |  |
| 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                    | 09/07/2007                           |  | M                              |   | 900   | A          | \$11.8125 | 32,999  | D  |   |
| Common Stock                    | 09/07/2007                           |  | G                              | v | 400   | D          | \$0       | 32,599  | D  |   |
| Common Stock                    | 09/07/2007                           |  | G <sup>(1)</sup>               | v | 800   | D          | \$0       | 31,799  | D  |   |
| Common Stock                    | 09/07/2007                           |  | S                              |   | 2,488   | D          | \$59.6893 | 29,311  | D  |   |
| Common Stock                    | 09/07/2007                           |  | F                              |   | 176   | D          | \$60.17   | 29,135  | D  |   |
| Performance Share Units         |                                      |  |                                |   |   |            |           | 12,406.6582   | D  |   |
| Common Stock                    | 09/07/2007                           |  | G <sup>(2)</sup>               | v | 400   | A          | \$0       | 400   | I  | By daughter   |
| Common Stock                    | 09/07/2007                           |  | S                              |   | 400   | D          | \$59.6501 | 0   | I  | By daughter   |
| Common Stock                    | 09/07/2007                           |  | G <sup>(2)</sup>               | v | 400   | A          | \$0       | 400   | I  | By son  |
| Common Stock                    | 09/07/2007                           |  | S                              |   | 400   | D          | \$59.6601 | 0   | I  | By son  |
| Common Stock                    |                                      |  |                                |   |   |            |           | 1,588.1531  | 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                               | \$11.8125  | 09/07/2007                           |  | M                              |   |  | 900 | 12/04/2001   | 12/04/2011      | Common Stock  | 900  | \$0  | 2,614   | D  |       |

**Explanation of Responses:**

- This transaction involves a gift of securities by the reporting person to his son and/or daughter, who shares the reporting person's household. Reporting person disclaims beneficial ownership of shares held by his son and /or daughter and this report shall not be determined an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- This transaction involves a gift of securities by the reporting person to his son and/or daughter, who shares the reporting person's household. Reporting person disclaims beneficial ownership of shares held by his son and /or daughter and this report shall not be determined an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Stacy L. Bogart, Atty-In-Fact 09/11/2007

\*\* 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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Stacy L. Bogart, Timothy P. Dordell and Stephen P. Wolfe, signing singly, true and lawful attorneys in fact relative to the filings identified below in connection with the undersigned's derivative and non derivative securities of The Toro Company (TTC) to:

(1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in either of their discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney in fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney in fact, or any substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of May, 2007 and said Power shall remain in effect until revoked by the undersigned in writing, or at such time as the undersigned is no longer an officer of The Toro Company, whichever first occurs.