

**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* <u>DRAZAN MICHAEL D</u>  (Last) (First) (Middle) <u>8111 LYNDAL AVENUE SOUTH</u>  (Street) <u>BLOOMINGTON MN 55420-1196</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TORO CO [ TTC ]</u>	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>CIO, VP Corp Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2008</u>	
	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  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	05/29/2008		M		950	A	\$24.16	32,035	D	
Common Stock	05/29/2008		F		587	D	\$39.04	31,448	D	
Performance Share Units								12,493.493 <sup>(1)</sup>	D	
Common Stock								1,673.736 <sup>(2)</sup>	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						Amount or Number of Shares
Stock Options (Right to buy)	\$24.16	05/29/2008		M		950		12/04/2004	12/04/2013	Common Stock	950	\$0	9,050	D	

**Explanation of Responses:**

- Includes the following Performance Share Units acquired by the reporting person since the date of his last report: 39,414 Performance Share Units acquired on January 11, 2008 and 45,179 Performance Share Units acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers; and 0,092 Performance Share Units acquired through an account adjustment to the reporting person's account under The Toro Company Deferred Compensation Plan for Officers. Also includes the reduction of 23,9894 Performance Share Units resulting from a double counting error in the number of Performance Share Units acquired on July 12, 2007 under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers.
- Includes the following Shares of Common Stock acquired by the reporting person since the date of his last report: 4,9439 Shares of Common Stock acquired on January 11, 2008 and 6,08 Shares of Common Stock acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; and 68,091 Shares of Common Stock acquired on February 25, 2008 through contributions to The Toro Company Investment, Savings & ESOP.

Stacy L. Bogart, Atty-In-Fact 06/02/2008

\*\* 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.