FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

ı	OMB APPRO	VAL
	OMB Number:	3235-0287
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l	hours per response:	0.5

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

Coling   C	1. Name and Address of Reporting Person*  WOLFE STEPHEN P				2. Issuer Name <b>and</b> Ticker or Trading Symbol TORO CO [ TTC ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner							
Common Stock   Comm				l ' '								helow)	belo		below					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Code (nstr. 3)   Code (nstr. 4)   Code (	(Street) BLOOMINGTON MN 55420-1196			4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line) X Form filed by One Reporting Person							
1. Title of Security (Instr. 3)   2. Transaction   2. Determed   2. Determined   2. Determ	(City)	(S																		
Date (Month/Day/Year)   Execution Date, framy (Month/Day/Year)   Code   W   Amount   Code				le I - No	1					<u> </u>	l, Dis	·			<del>-</del>					
Code   V   Amount   (A) or   Price   Transaction(s)   (Instr. 3 and 4)	Date				Execution Date, y/Year) if any		Transaction Disposed C Code (Instr. 5)		es Acquired (A) or Of (D) (Instr. 3, 4 and		Securities Beneficially Owned Following		Form: Direct (D) or Indirect		Indirect Beneficial Ownership					
Common Stock  Common Stock  Common Stock Units  Common Stock Units  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Liftle of Derivative Security (Month/Day/Year)  Social Securities (Month/D										Code	v	Amount	(A) or (D)	Price	Transaction				(IIIsti. 4)	
Common Stock Units  Matching Units  Table II - Derivative Securities  C.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Derivative Security (Month/Day/Year)  3. Transaction or Exercise Price of Derivative Securities (A) or Obsposed of (D) (Instr. 3)  Amount or Disposed of (D) (Instr. 4)  Stock \$40.73   12/01/2009   A   22.500   Code   V   (A)   (D)   Date   Expiration   Date   Expiration   Date   Stock   Stansaction   Stansaction	Common Stock													55,31	.2	Ι	I	For Reporting		
Performance Share Units  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion or Exercise (Month/Day/Year) Price of Derivative Securities (Month/Day/Year) (Instr. 3)  2. Derivative Securities (Month/Day/Year) (Instr. 3)  3. Transaction Date (Month/Day/Year) (Instr. 4)  4. Transaction Code (Instr. 8)  5. Number of Expiration Date (Month/Day/Year) (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 5)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 4)  7. Title and Amount or Security (Instr. 3)  8. Price of Securities (Month/Day/Year) (Instr. 5)  9. Number of Expiration Date (Month/Day/Year) (Instr. 4)  9. Number of Expiration Date (Month/Day/Year) (Instr. 4)  10. Ownership Form: Ownership Form: Or Indirect Poerivative Security (Instr. 4)  11. Nature of Expiration Date (Month/Day/Year) (Instr. 4)  12. Nature of Expiration Date (Month/Day/Year) (Instr. 4)  13. Nature of Expiration Date (Month/Day/Year) (Instr. 4)  14. Transaction Date (Month/Day/Year) (Instr. 3)  15. Number of Expiration Date (Month/Day/Year) (Instr. 4)  16. Date Exercisable and Expiration or Security (Instr. 5)  17. Title and Amount or Security (Instr. 5)  18. Number of Expiration Date (Month/Day/Year) (Instr. 4)  19. Number of Expiration Date (Month/Day/Year) (Instr. 4)  10. Ownership Form: Ownership Expiration Date (Instruction Date	Common Stock												28,154.5	28,154.568(1)		I Cor Inve				
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) Price of Derivative Security Security Security (Instr. 3)  2. Conversion or Exercise (Instr. 3) Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Date Derivative Security (Instr. 3 and 4)  Code V (A) (D) Date Expiration Date (Instr. 4)  Stock S40.73 12(01/2009)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Securities Underlying Derivative Securities Securities Acquired (Instr. 4)  Amount or Number of Derivative Securities (Instr. 4)  Amount or Number of Derivative Securities (Instr. 4)  Title Shares  Stock S40.73 12(01/2009)  A 22.500 (5) 12(01/2019)  Common 22.500 so 22.500 D	Common Stock Units											24,563.089 <sup>(2)</sup> 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 of Exercise Price of Derivative Security (Instr. 3)  (Instr. 4)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Date (Month/Day/Year) (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3)  7. Title and Amount of Securities Underlying Derivative Securities (Month/Day/Year) (Instr. 3)  8. Price of Derivative Securities Securities (Instr. 5) (Instr. 4)  9. Number of derivative Security (Instr. 5) (Instr. 4)  10. Ownership Form: Diagnosed of once the price of Derivative Securities (Instr. 4)  11. Nature of Month/Day/Year) (Instr. 4)  12. Conversion of Exercisable and Expiration Date (Instr. 4)  13. Transaction Date (Month/Day/Year) (Instr. 3)  14. Amount of Securities Securities (Instr. 4)  15. Number of Derivative Securities (Month/Day/Year)  16. Date Exercisable and Expiration Date (Instr. 5)  17. Title and Amount of Securities Securities (Instr. 5)  18. Price of Derivative Security (Instr. 5)  19. Number of derivative Security (Instr. 5)  10. Ownership Form: Diagnosed of (D) (Instr. 4)  11. Nature of Month/Day/Year)  12. Title and Amount of Securities (Instr. 4)  13. Transaction Date (Indirect Securities)  14. Transaction Date (Indirect Securities)  15. Number of Amount of Securities (Instr. 4)  16. Date Expiration Date (Instr. 4)  17. Title and Amount of Securities (Instr. 5)  18. Price of Derivative Security (Instr. 3)  18. Price of Derivative Security (Instr. 3)  19. Amount of Securities (Instr. 4)  10. Ownership Ownershi	Matching Units												12,281.5	12,281.518 <sup>(3)</sup>		) D				
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Conversion or Exercise Price of Derivative Security Security  Conversion of Exercise Price of Derivative Security  Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 4)  Code (Instr. 4)  Code (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Code (I) (Instr. 4)  Stock  Stock  Stock  Stock  Stock  Stock  Stock  Stock  Stock  Conversion Date (Month/Day/Year)  A 12/01/2009  A 22 500  Code (Instr. 5)  A 22 500  Code (Instr. 6)  Code (Instr. 4)  Common 22 500  Stock  Stock  Common 22 500  Common 22	Performance Share Units											208,156.	208,156.202(4)		D					
Derivative Security (Instr. 3) Price of Derivative Security Securities Securi			٦	Table II																
Code   V   (A)   Date   Expiration   Date   Expiration   Date	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date Execution Month/Day/Year) if any	n Date,	Transa Code (		of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Da		te	of Securit Underlyin Derivative	ties ig e Securii	Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction(s)	ive ies cially ng ed ction(s)	Ownersh Form: Direct (D or Indire	of Indirect Beneficial Ownership ct (Instr. 4)		
						Code	v	(A)			able		Title	or Numb of	er					
	Stock Option	\$40.73	12/01/2009			A		22,500		(5)		12/01/2019		22,50	\$0	22,5	500	D		

- 1. Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP (IS&ESOP) since the date of his last report: 115.794 shares acquired on January 12, 2009, 160.557 shares acquired on April 13, 2009, 141.141 shares acquired on July 10, 2009, and 107.645 shares acquired on October 19, 2009. Also includes 163.857 shares acquired on March 5, 2009 through issuer contributions to the IS&ESOP and an account adjustment (rounding) of 1.599 shares of common stock on January 12, 2009.
- 2. Includes the following Common Stock Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report: 101.588 Common Stock Units acquired on January 12, 2009; 141.579 Common Stock Units acquired on April 13, 2009; 122.968 Common Stock Units acquired on July 10, 2009; and 94.240 Com Stock Units acquired on October 19, 2009.
- 3. Includes the following Matching Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers since the date of his last report: 50.794 Matching Units acquired on January 12, 2009; 70.789 Matching Units acquired on April 13, 2009; 61.484 Matching Units acquired on July 10, 2009; and 47.120 Matching Units acquired on October 19, 2009.
- 4. Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers: 860.890 Performance Share Units acquired on January 12, 2009; 1,199.788 Performance Share Units acquired on April 13, 2009; 1,042.071 Performance Share Units acquired on July 10, 2009; and 798.625 Performance Share Units acq Share Units acquired on October 19, 2009.
- 5. The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Amy E. Dahl, Attorney-in-

12/03/2009

Fact

\*\* 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 Amy E. Dahl, 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 (the ?Company?) 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, as amended, 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 and execute any such Forms 3, 4, and 5 and the timely filing of suc forms 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 discretions.

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, or 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, as amended, and the rules thereunder.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of the date indicated below, and said Power of Attorney 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 Company, whichever first occurs.

Signed: /s/ Stephen P. Wolfe Stephen P. Wolfe

Dated: 02/06/2009