

**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>HOFFMAN MICHAEL J</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chmn., Pres &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/03/2008		G	V	1,000	D	\$0	146,510.233 <sup>(1)</sup>	D	
Performance Share Units								45,461.137 <sup>(2)</sup>	D	
Common Stock								29,863.179 <sup>(3)</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					

**Explanation of Responses:**

- Includes the following Shares of Common Stock acquired by the reporting person since the date of his last report: 450.459 Shares of Common Stock acquired on January 11, 2008 and 531.796 Shares of Common Stock acquired on April 11, 2008 under The Toro Company Dividend Reinvestment Plan.
- Includes the following Performance Share Units acquired by the reporting person since the date of his last report: 143.42 Performance Share Units acquired on January 11, 2008 and 164.396 Performance Share Units acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers; and 0.3322 Performance Share Units acquired through an account adjustment to the reporting person's account under The Toro Company Deferred Plan for Officers.
- Includes the following Shares of Common Stock acquired by the reporting person since the date of his last report: 91.765 Shares of Common Stock acquired on January 11, 2008 and 108.43 Shares of Common Stock acquired on April 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan; and 68.0908 Shares of Common Stock acquired on February 28, 2008 through contributions to The Toro Company Investment, Savings & ESOP Plan. Also includes the reduction of 71.664 Shares of Common Stock resulting from a double counting error in the number of Shares of Common Stock acquired under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan.

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

\*\* 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.