Rodier Richard W Form 4 August 25, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

Applicable Line)

Person

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rodier Richard W Issuer Symbol TORO CO [TTC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title \_\_X\_ Other (specify 8111 LYNDALE AVENUE SOUTH 08/24/2009 below) below) GM, Sitework Systems (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

### BLOOMINGTON, MN 55420-1196

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	08/24/2009		M	4,500	A	\$ 24.16	8,841	D	
Common Stock	08/24/2009		S	4,500	D	\$ 38.15	4,341	D	
Common Stock							7,352.323 (1)	I	The Toro Company Investment, Savings &

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**ESOP** 

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SEC 1474 (9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 24.16	08/24/2009		M	4,500	12/04/2004(2)	12/04/2013	Common Stock	4,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rodier Richard W 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

GM, Sitework Systems

## **Signatures**

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

08/25/2009

\*\*Signature of Reporting Person Dat

## **Explanation of Responses:**

- \* 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).
  - 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: 29.268 shares acquired on January 12, 2009, 41.933
- (1) shares acquired on April 13, 2009 and 36.95 shares acquired on July 10, 2009. Also includes 301.416 shares of common stock acquired by the reporting person through individual and issuer matching contributions to the IS&ESOP since the date of his last report and an account adjustment (rounding) of 0.998 shares of common stock since the date of his last report.
- (2) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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