TORO CO Form 4 December 04, 2008

Common

Stock

## **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (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 DRAZAN MICHAEL D Issuer Symbol TORO CO [TTC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 8111 LYNDALE AVENUE SOUTH 12/03/2008 below) below) CIO, VP Corp Services (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BLOOMINGTON, MN 55420-1196 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 31,448 D Stock Performance 12,612.527 D (1) **Share Units** The Toro

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

Company

Investment,

Savings & ESOP

 $1,689.704 \stackrel{(2)}{=} I$ 

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	. 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. Transactic Code (Instr. 8)	5. Number proof 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 Underlying Securities (Instr. 3 and 4)		8 II 9 (
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Stock Option	\$ 28.62	12/03/2008		A	8,300	(3)	12/03/2018	Common Stock	8,300	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DRAZAN MICHAEL D 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

CIO, VP Corp Services

## **Signatures**

Stacy L. Bogart, Atty-In-Fact

\*\*Signature of Reporting Person Date

## **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 under the dividend reinvestment feature of The Toro Company Investment, (2) Savings & ESOP by the reporting person: 8.106 shares acquired on July 11, 2008 and 7.865 shares acquired on October 17, 2008. Also includes an adjustment (rounding) of (.003) shares.
- (1) Includes the following Performance Share Units acquired under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers by the reporting person: 60.662 acquired on July 11, 2008 and 58.372 acquired on October 17, 2008.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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