

WOLFE STEPHEN P  
Form 4  
December 03, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLFE STEPHEN P**

2. Issuer Name and Ticker or Trading Symbol  
**TORO CO [TTC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**8111 LYNDALE AVENUE SOUTH**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/01/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP, Finance & CFO**

(Street)  
**BLOOMINGTON, MN 55420-1196**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					55,312	I	By Trust For Reporting Person
Common Stock					28,154.568 <u>(1)</u>	I	The Toro Company Investment, Savings & ESOP
Common Stock Units					24,563.089 <u>(2)</u>	D	

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Matching Units	12,281.518 <u>(3)</u>	D
Performance Share Units	208,156.202 <u>(4)</u>	D

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

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(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 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 40.73	12/01/2009		A	22,500	<u>(5)</u> 12/01/2019	Common Stock	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE STEPHEN P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			VP, Finance & CFO	

## Signatures

/s/ Amy E. Dahl, 12/03/2009  
Attorney-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).

(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

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(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 Common 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 acquired on October 19, 2009.

- (5) 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.

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