

HOFFMAN MICHAEL J
 Form 4
 August 28, 2009

FORM 4

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

OMB APPROVAL

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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 *
HOFFMAN MICHAEL J

(Last) (First) (Middle)

8111 LYNDALE AVENUE SOUTH

(Street)

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chmn., CEO & Pres.

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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	08/27/2009		M			3,328	A	\$ 8.4532	175,143.504	D	
Common Stock	08/27/2009		F			731	D	\$ 38.48	174,412.504	D	
Common Stock	08/27/2009		M			10,572	A	\$ 8.4532	184,984.504	D	
Common Stock	08/27/2009		F			5,019	D	\$ 38.48	179,965.504	D	
Common Stock	08/28/2009		G	V	660		D	\$ 0	179,305.504 (1)	D	

Common Stock	30,771.878 (2)	I	The Toro Company Investment, Savings & ESOP
Performance Share Units	46,591.433 (3)	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option	\$ 8.4532	08/27/2009		M	3,328	12/02/1999	12/02/2009	Common Stock	3,328
Non-Qualified Stock Option	\$ 8.4532	08/27/2009		M	10,572	12/02/1999	12/02/2009	Common Stock	10,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMAN MICHAEL J 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	X		Chmn., CEO & Pres.	

Signatures

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

08/28/2009

**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 Toro Company Dividend Reinvestment Plan since the date of his last report: 691.975 shares acquired on January 12, 2009, 981.63 shares acquired on April 13, 2009 and 864.681 shares acquired on July 10, 2009.

(2) 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: 127.111 shares acquired on January 12, 2009, 176.156 shares acquired on April 13, 2009 and 154.854 shares acquired on July 10, 2009. Also includes 163.857 shares of common stock acquired by the reporting person through issuer contributions to the IS&ESOP since the date of his last report and an account adjustment of 1.754 shares of common stock since the date of his last report.

(3) Includes the following performance share units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers since the date of his last report: 193.434 units acquired on January 12, 2009, 269.581 units acquired on April 13, 2009 and 234.144 units acquired on July 10, 2009.

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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