

TWOMEY CHRISTOPHER A  
Form 4  
November 04, 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 \*  
TWOMEY CHRISTOPHER A

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/02/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BLOOMINGTON, MN 55420-1196  
(City) (State) (Zip)

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

**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	11/02/2009		A <sup>(1)</sup>	523 A \$ 0	523	D	
Common Stock	11/02/2009		G	V 523 D \$ 0	0	D	
Common Stock	11/02/2009		G	V 523 A \$ 0	25,189	I	Held By Christopher A. Twomey Revocable Trust
Common Stock Units					2,185.694 <sup>(2)</sup>	D	

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

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Row 1: Non-Qualified Stock Option, \$ 37.01, 11/02/2009, A(3), 3,777, 11/02/2010(4), 11/02/2019, Common Stock.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: TWOMEY CHRISTOPHER A, 8111 LYNDAL AVE SOUTH, BLOOMINGTON, MN 55420-1196, X (10% Owner).

Signatures

/s/ Amy E. Dahl, Attorney-in-Fact, 11/04/2009

\*\*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) Annual Common Stock award for service as a director issued under The Toro Company 2000 Directors Stock Plan. Includes the following common stock units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Non-Employee Directors since the date of his last report: 9,049 units acquired on January 12, 2009; 12,497 units acquired on April 13, 2009; 10,989 units acquired on July 10, 2009; and 8,458 units acquired on October 19, 2009.
(3) Annual option grant for service as a director issued under The Toro Company 2000 Directors Stock Plan.
(4) The option vests in three equal annual installments commencing in the year following 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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