

TORO CO  
Form 8-K  
September 26, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 20, 2005

The Toro Company

(Exact name of registrant as specified in its charter)

Delaware

1-8649

41-0580470

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

8111 Lyndale Avenue South, Bloomington,  
Minnesota

55420

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-888-8801

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 20, 2005, the Toro Board of Directors approved amendments to The Toro Company 2000 Directors Stock Plan (1) to increase the value of the annual award of Toro Common Stock ("Directors Shares") to each non-employee director from \$10,000 to \$20,000; and (2) to revise the method for calculating the number of shares of Toro Common Stock covered by each annual stock option grant to a non-employee director (a "Directors Option"). Prior to the amendment, each Directors Option covered 2,000 shares of Common Stock. Following the amendment, the number of shares covered by a Directors Option will be determined by establishing a grant date fair value for the option of \$40,000. That value will be determined using a standard Black-Scholes, binomial or monte carlo valuation formula, based on assumptions consistent with those used to value option grants disclosed under Schedule 14A under the Securities Exchange Act of 1934, or successor requirements, for the business day prior to the date of grant.

A copy of the form of stock option agreement and the amended plan are exhibits to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No. Description

1. Form of Stock Option Agreement between The Toro Company and its non-employee directors
2. The Toro Company 2000 Directors Stock Plan

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Toro Company

*September 26, 2005*

By: *Stephen P. Wolfe*

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*Name: Stephen P. Wolfe*

*Title: Vice President Finance and Chief Financial Officer*

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Exhibit Index

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