

TORO CO  
Form 4  
February 29, 2008

**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 \*  
Rodier Richard W

(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)  
02/27/2008

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) \_\_\_X\_\_\_ Other (specify below)

General Manager, LCB

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/27/2008                           |  | M                              |   | 2,500   | A  | \$ 24.16                          |
| Common Stock                    | 02/27/2008                           |  | S                              |   | 1,000   | D  | \$ 51.51                          |
| Common Stock                    | 02/27/2008                           |  | S                              |   | 100   | D  | \$ 51.52                          |
| Common Stock                    | 02/27/2008                           |  | S                              |   | 200   | D  | \$ 51.53                          |
| Common Stock                    | 02/27/2008                           |  | S                              |   | 100   | D  | \$ 51.54                          |

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|              |            |   |     |   |          |       |   |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 02/27/2008 | S | 200 | D | \$ 51.55 | 4,285 | D |
| Common Stock | 02/27/2008 | S | 400 | D | \$ 51.56 | 3,885 | D |
| Common Stock | 02/27/2008 | S | 100 | D | \$ 51.57 | 3,785 | D |
| Common Stock | 02/27/2008 | S | 200 | D | \$ 51.6  | 3,585 | D |
| Common Stock | 02/27/2008 | S | 200 | D | \$ 51.62 | 3,385 | D |

|              |  |  |  |  |  |                          |   |   |
|--------------|--|--|--|--|--|--------------------------|---|---|
| Common Stock |  |  |  |  |  | 6,804.817 <sup>(1)</sup> | I | The Toro Company Investment, Savings & ESOP |
|--------------|--|--|--|--|--|--------------------------|---|---|

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

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SEC 1474 (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. D S (I)   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 24.16   | 02/27/2008                           |  | M                              | 2,500   | 12/04/2004   | 12/04/2013  | Common Stock | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Rodier Richard W  
8111 LYNDAL AVE SOUTH  
BLOOMINGTON, MN 55420-1196

General  
Manager, LCB

## Signatures

Stacy L. Bogart -  
Atty-in-Fact

02/29/2008

  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 since the date of his last report: 20.685 Shares of Common Stock acquired on January 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; 1.998 Shares of Common Stock acquired on January 15, 2008 through contributions to The Toro Company Investment, Savings & ESOP; 1.894 Shares of Common Stock acquired on January 31, 2008 through contributions to The Toro Company Investment, Savings & ESOP; 1.955 Shares of Common Stock acquired on February 15, 2008 through contributions to The Toro Company Investment, Savings & ESOP; 107.206 acquired on February 25, 2008 through contributions to The Toro Company Investment, Savings & ESOP; and 1.7288 Shares of Common Stock acquired through an account adjustment to the reporting person's account under The Toro Company Investment, Savings & ESOP.

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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