

TORO CO
Form 4
December 02, 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 *
Ramstad Peter M

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)
11/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, HR and Bus. Development

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/28/2008		F	751 ⁽¹⁾ D \$ 28.44	1,607.483 ⁽²⁾ D	D	The Toro Company Investment, Savings & ESOP
Common Stock					1.022 ⁽³⁾	I	

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramstad Peter M 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420-1196			VP, HR and Bus. Development	

Signatures

Stacy L. Bogart, 12/02/2008
Atty-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).

(3) Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan: .003 shares of common stock on January 11, 2008, .003 shares of common stock on April 11, 2008, .005 shares of common stock on July 11, 2008, and .005 shares of common stock on October 17, 2008. Also includes an account adjustment (rounding) of .0003 shares of common stock.

(1) Represents shares of common stock withheld for the payment of taxes on November 28, 2008 (the next preceding date following the November 27, 2008 vesting date, on which there was a regular trading session reported by the New York Stock Exchange) in connection with the vesting of the employment inducement grant of 2,300 restricted shares of common stock (the "Inducement Grant") awarded to the reporting person on November 30, 2006. The award of the Inducement Grant was previously reported on a Form 3 by the reporting person on December 4, 2006, and the terms of the Inducement Grant are described in Exhibit 10(d) to the issuer's Form 10-Q for the quarter ended February 2, 2007 and filed on March 13, 2007.

(2) Includes the following shares of Common Stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan: 7.134 shares of common stock on January 11, 2008; 8.422 shares of common stock on April 11, 2008; 11.489 shares of common stock on July 11, 2008; and 10.976 shares of sommon stock on October 17, 2008.

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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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