Happe Michael J Form 4/A December 22, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Happe Michael J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
			TORO CO [TTC]	(Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
8111 LYNDALE AVENUE SOUTH			05/30/2008	_X_ Officer (give title Other (special below)			
				General Manager, Commercial			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
			05/31/2008	_X_ Form filed by One Reporting Person			
DI COMINI	OTONI MANIEE 40	10		Form filed by More than One Reporting			

BLOOMINGTON, MN 55420

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities A	cquired, Dispose	posed of, or Beneficially Owned of 6. 7. Nature of	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock					2,633.5141 (1)	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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Person

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable Da	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Happe Michael J 8111 LYNDALE AVENUE SOUTH **BLOOMINGTON, MN 55420**

General Manager, Commercial

Signatures

Stacy L.Bogart, 12/22/2008 Attorney-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).

The purpose of this amendment is to correct an overstatement of the shares of common stock held by the reporting person in The Toro Company Investment, Savings & ESOP (the "IS&ESOP") on the Form 4 filed by the reporting person on May 31, 2007. Due to an administrative error in the calculation of individual contributions by the reporting person to the IS&ESOP, the reporting person's holdings

were erroneously overstated by 64.8407 shares. This amendment corrects the number of shares held by the reporting person in the IS&ESOP as of May 31, 2007. The Forms 4 filed by the reporting person on each of November 30, 2007 and December 5, 2008 reflect the correct number of shares held by the reporting person in the IS&ESOP as of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2