WOLFE STEPHEN P

Form 4

Common

Common

Stock

Stock

December 05, 2008

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **WOLFE STEPHEN P** Issuer Symbol TORO CO [TTC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 8111 LYNDALE AVENUE SOUTH 12/03/2008 below) below) VP, Finance & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BLOOMINGTON, MN 55420-1196 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Direct (D) Ownership (Month/Day/Year) (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 24,102.714 D (1) Stock Units Matching 12,051.331 D (2) Units Performance 204,254.828 D **Share Units** (3)

By trust for

reporting

The Toro

Company

person

50,790

(4)

27,463.975

I

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 28.62	12/03/2008		A	24,200	(5)	12/03/2018	Common Stock	24,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOLFE STEPHEN P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196

VP, Finance & CFO

Signatures

Stacy L. Bogart, 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).

Includes the following Matching Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company
Deferred Compensation Plan for Officers: 37.66 Matching Units acquired on January 11, 2008, 43.168 Matching Units acquired on April
11, 2008, 57.962 Matching Units acquired on July 11, 2008 and 55.774 Matching Units acquired on October 17, 2008. Also includes an account adjustment (rounding) of 2.1223 Matching Units.

(4)

Reporting Owners 2

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Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP: 82.5762 shares acquired on January 11, 2008, 98.776 shares acquired on April 11, 2008, 131.762 shares acquired on July 11, 2008 and 127.834 shares acquired on October 17, 2008. Also includes 68.091 shares of common stock acquired by the reporting person through issuer matching contributions to The Toro Company Investment, Savings & ESOP.

- Includes the following Common Stock Units acquired by the reporting person under the dividend reinvestment feature of The Toro
 Company Deferred Compensation Plan for Officers: 75.321 Common Stock Units acquired on January 11, 2008, 86.338 Common Stock
 Units acquired on April 11, 2008, 115.926 Common Stock Units acquired on July 11, 2008 and 111.549 Common Stock Units acquired on October 11, 2008. Also includes an account adjustment (rounding) of .2454 Common Stock Units.
- (5) The option vests in three equal annual installments commencing on the first anniversary of the date of grant.
 - Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Compensation Plan for Officers: 638.298 Performance Share Units acquired on January 11, 2008, 731.656
- (3) Performance Share Units acquired on April 11, 2008, 982.393 Performance Share Units acquired on July 11, 2008, and 945.303 Performance Share Units acquired on October 17, 2008. Also includes an account adjustment (rounding) of 2.0751 Performance Share Units

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.