

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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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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/27/2008 | | M | 2,500 | \$ 24.16 | D | |
| Common Stock | 02/27/2008 | | S | 1,000 | \$ 51.51 | D | |
| Common Stock | 02/27/2008 | | S | 100 | \$ 51.52 | D | |
| Common Stock | 02/27/2008 | | S | 200 | \$ 51.53 | D | |
| Common Stock | 02/27/2008 | | S | 100 | \$ 51.54 | D | |

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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 ⁽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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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. 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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