

TORO CO
Form 4
December 12, 2006

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 *
MEYER KAREN 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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Pres. Admn.

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

BLOOMINGTON, MN 55420-1196

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 12/11/2006 | | M | | | 25,000 | A | \$ 11.8125 | 47,665 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 12/11/2006 | | G | V | 210 | | D | \$ 0 | 47,455 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 12/11/2006 | | S | | 25,000 | | D | \$ 49.0993 | 22,455 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock Units | | | | | | | | | 22,604.1379 | D | Indirect Beneficial Ownership (Instr. 4) |
| Matching Units | | | | | | | | | 11,301.8934 | D | Indirect Beneficial Ownership (Instr. 4) |

| | | | |
|-------------------------|--------------|---|---|
| Performance Share Units | 184,877.9936 | D | |
| Common Stock | 40,212.682 | 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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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 11.8125 | 12/11/2006 | | M | 25,000 | 12/04/2001 | 12/04/2011 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYER KAREN M 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420-1196 | | | Vice Pres. | Admn. |

Signatures

N. Jeanne Ryan,
Atty-in-Fact

12/12/2006

**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).

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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