

Stinson Mark B
Form 4
July 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 *
Stinson Mark B

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)
12/30/2004

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
General Manager, Exmark

BLOOMINGTON, MN 55420

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/30/2004 | | S | V | 175 \$ 79.24 | D | 7,915.7986 (1) (2) |
| Common Stock | 03/18/2005 | | S | | 100 \$ 87.22 | D | 7,715.7986 (1) (3) |
| Common Stock | 05/09/2005 | | S | | 200 \$ 41.73 | D | 7,515.7986 (1) |
| Common Stock | 09/07/2005 | | S | | 250 \$ 38.74 | D | 7,265.7986 (1) |
| Common Stock | 12/01/2005 | | S | | 200 \$ 40.7 | D | 7,055 (1) (4) |

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- (2) Includes the deduction of 175 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 175 shares of common stock sold by the reporting person on December 20, 2004.
- (3) Includes the deduction of 100 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of the company's two-for-one stock split paid on April 12, 2005, on the 100 shares of common stock sold by the reporting person on March 18, 2005.
- (4) Includes the deduction of 10.7986 shares of common stock erroneously attributed to the reporting person's direct holdings of common stock as a result of an administrative error.
- (5) Includes the following shares of common stock acquired by the reporting person since the date of his last report: 2.1585 shares acquired on January 11, 2008, 2.794 shares acquired on April 11, 2008 and 3.727 shares acquired on July 11, 2008 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; and 68.091 shares acquired on February 25, 2008 through contributions to 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. 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.