

WOLFE STEPHEN P
Form 4
March 08, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WOLFE STEPHEN P

(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)
03/04/2005

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) ___ Other (specify below)
Chief Financial Officer & Vice

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/04/2005		M	4,000 A \$ 16.813	4,097.537	D	
Common Stock	03/04/2005		M	7,086 A \$ 16.906	11,183.537	D	
Common Stock	03/04/2005		J ⁽¹⁾	V 97.537 D \$ 0	11,086	D	
Common Stock	03/04/2005		S	2,300 D \$ 87	8,786	D	
Common Stock	03/04/2005		S	900 D \$ 87.05	7,886	D	

Edgar Filing: WOLFE STEPHEN P - Form 4

Common Stock	03/04/2005	S	600	D	\$ 87.09	7,286	D	
Common Stock	03/04/2005	S	4,200	D	\$ 87.1	3,086	D	
Common Stock	03/04/2005	S	1,200	D	\$ 87.18	1,886	D	
Common Stock	03/04/2005	S	900	D	\$ 87.3	986	D	
Common Stock	03/04/2005	S	300	D	\$ 87.31	686	D	
Common Stock	03/04/2005	S	686	D	\$ 87.32	0	D	
Common Stock Units						11,607.7852	D	
Matching Units						5,803.8817	D	
Performance Share Units						79,982.938	D	
Common Stock	01/14/2005	G V	25	D	\$ 0	12,018	I	By trust for reporting person
Common Stock	03/04/2005	<u>J⁽¹⁾</u>	97	A	\$ 0	12,115	I	By trust for reporting person
Common Stock	03/04/2005	M	784	A	\$ 12.469	12,899	I	By trust for reporting person
Common Stock	03/04/2005	M	2,470	A	\$ 16.9063	15,369	I	By trust for reporting person
Common Stock	03/04/2005	F	591	D	\$ 87.09	14,778	I	By trust for reporting person
Common Stock						13,049.9271	I	The Toro Company Investment, Savings & ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

number.

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	\$ 12.469	03/04/2005		M	784	11/18/1998 11/18/2008	Common Stock	784
Stock Option	\$ 16.813	03/04/2005		M	4,000	12/05/2000 12/05/2010	Common Stock	4,000
Stock Option	\$ 16.906	03/04/2005		M	9,556	12/02/1999 12/02/2009	Common Stock	9,556

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE STEPHEN P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			Chief Financial Officer & Vice	

Signatures

N. Jeanne Ryan,
Atty-In-Fact
Date: 03/08/2005

**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) The reporting person has transferred 97 shares out of dividend reinvestment to the Stephen P. Wolfe Revocable Trust.

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.