

MELROSE KENDRICK B
Form 4
January 11, 2006

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 *
MELROSE KENDRICK 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)
01/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman of the Board

BLOOMINGTON, MN 55420-1196
(City) (State) (Zip)

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

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 (D) Price | | | | |
| Common Stock | 12/13/2005 | | G | V | 21,533 | D \$ 0 | 298,937 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 01/09/2006 | | M | | 16,040 | A \$ 6.2345 | 314,977 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 01/09/2006 | | M | | 11,892 | A \$ 8.4065 | 326,869 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 01/09/2006 | | M | | 11,828 | A \$ 8.453 | 338,697 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 01/09/2006 | | M | | 8,464 | A \$ 11.8125 | 347,161 | D | Indirect Beneficial Ownership (Instr. 4) |

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| | | | | | | | | |
|-------------------------|------------|---|--------|---|------------|--------------|---|---|
| Common Stock | 01/09/2006 | M | 6,196 | A | \$ 16.1375 | 353,357 | D | |
| Common Stock | 01/09/2006 | M | 8,278 | A | \$ 24.16 | 361,635 | D | |
| Common Stock | 01/09/2006 | F | 15,205 | D | \$ 46.02 | 346,430 | D | |
| Common Stock Units | | | | | | 77,838.0277 | D | |
| Matching Units | | | | | | 38,918.0721 | D | |
| Performance Share Units | | | | | | 727,013.5897 | D | |
| Common Stock | | | | | | 1,832 | I | By grandchildren |
| Common Stock | | | | | | 38,115.9007 | 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 number.

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. 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 | \$ 6.2345 | 01/09/2006 | | M | 16,040 | 11/18/1998 11/18/2008 | Common Stock | 16,040 | |
| Stock Option | \$ 8.4065 | 01/09/2006 | | M | 11,892 | 12/05/2000 12/05/2010 | Common Stock | 11,892 | |
| Stock Option | \$ 8.453 | 01/09/2006 | | M | 11,828 | 12/02/1999 12/02/2009 | Common Stock | 11,828 | |

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|------------------------------|------------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option | \$ 11.8125 | 01/09/2006 | M | 8,464 | 12/04/2001 | 12/04/2011 | Common Stock | 8,464 |
| Stock Option | \$ 16.1375 | 01/09/2006 | M | 6,196 | 12/04/2002 | 12/04/2012 | Common Stock | 6,196 |
| Stock Options (Right to buy) | \$ 24.16 | 01/09/2006 | M | 8,278 | 12/04/2005 | 12/04/2013 | Common Stock | 8,278 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MELROSE KENDRICK B 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420-1196 | X | | Executive Chairman of the Board | |

Signatures

N. Jeanne Ryan,
Atty-In-Fact

01/11/2006

**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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