

BROWN WILLIAM E JR
Form 4
June 11, 2009

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 *
BROWN WILLIAM E JR

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)
06/09/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Residential & LCB

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/09/2009		M	2,900 A \$ 8.4063	38,581	D	
Common Stock	06/09/2009		F	709 D \$ 34.37	37,872 ⁽¹⁾	D	
Common Stock					6,647.018 ⁽²⁾	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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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 (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
Incentive Stock Option	\$ 8.4063	06/09/2009		M	2,900	12/05/2000 12/03/2010	Common Stock	2,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN WILLIAM E JR 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			VP, Residential & LCB	

Signatures

Amy E. Dahl,
Attorney-in-Fact 06/11/2009

__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 140.636 Shares of Common Stock acquired by the reporting person on January 12, 2009 under The Toro Company Dividend Reinvestment Plan. Also includes an account adjustment of (0.123) Shares of Common Stock.
- (2) Includes the following Shares of Common Stock acquired by the reporting person since the date of his last report: 27.057 Shares of Common Stock acquired on January 12, 2009 and 38.244 Shares of Common Stock acquired on April 13, 2009 under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP; and 163.857 Shares of Common Stock acquired on March 5, 2009 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. [gn="center"> 878,186 \(8\)10/02/2015 Common Stock 878,186 \\$ 0 878,186 D](#)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRACCHIOLO JAMES M 707 SECOND AVENUE SOUTH MINNEAPOLIS MN 55474	X		Chairman and CEO	

Signatures

/s/ Julie E. Ramacher for James M.
Cracchiolo 10/04/2005

__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) Restricted stock award , granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in four equal installments on October 3, 2006, 2007, 2008 and 2009.

Estimate of the number of shares held in reporting person's account in the Ameriprise Financial Stock Fund under the American Express Company Incentive Savings Plan as a result of the distribution with respect to such reporting person's holdings in the American Express Company pooled stock fund as of September 19, 2005. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the unit price of the Ameriprise Financial Stock Fund.
- (2) Employee stock option granted under Ameriprise Financial 2005 Incentive Compensation Plan in substitution of employee stock option originally granted to the reporting person under the American Express Company 1998 Incentive Compensation Plan, adjusted to reflect the distribution of Ameriprise Financial, Inc. on September 30, 2005.
- (3) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in total on February 28, 2006.
- (4) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in two equal installments on January 27, 2006 and 2007.
- (5) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in three equal installments January 26, 2006, 2007 and 2008.
- (6) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in four equal installments on January 24, 2006, 2007, 2008 and 2009.
- (7) The reported options, granted under the Ameriprise Financial Incentive Compensation Plan, will vest in four equal installments on October 3, 2006, 2007, 2008 and 2009.
- (8)

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