BROWN WILLIAM E JR

Form 4 June 11, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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)	(Last) (First) (Middle)			of Earliest	Γransaction				
8111 LYNDALE AVENUE SOUTH			(Month/ 06/09/2	Day/Year) 2009		Director X_ Officer (give below) VP, F				
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
BLOOMINGTON, MN 55420-1196					onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Securities Acq	uired, Disposed o	of, or Benefic	ially Owned	
	1.Title of	2. Transaction Date	2A. Deemo	ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution	Date, if	Transaction	or(A) or Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
			(Month/Da	ay/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	

1.Title of	2. Transaction Date	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	istr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)	
				(A)			Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
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 <u>(1)</u>	D	
									The Toro

Common 6,647.018 (2) I Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if			Expiration Date		Underlying Securities		
Security	or Exercise		any				(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired					
	Derivative			(A) or						
	Security			Disposed of						
				(D)						
				(Instr. 3, 4,						
					and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
				~					of	
				Code V	(A) (D)				Shares	
Incentive										
Stock	\$ 8.4063	06/09/2009		M	2,900	12/05/2000	12/03/2010	Common	2,900	
	\$ 6. 4 003	00/09/2009		1V1	2,900	12/03/2000	12/03/2010	Stock	2,900	
Option										

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VP,

BROWN WILLIAM E JR 8111 LYNDALE AVENUE SOUTH

8111 LYNDALE AVENUE SOUTH Residential & BLOOMINGTON, MN 55420-1196 LCB

Signatures

Amy E. Dahl, Attorney-in-Fact

**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.
- 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.

Reporting Owners 2

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