

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)
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	Direct (D) Ownership (Instr. 4)
Common Stock	01/09/2006		M		11,892	A	\$ 8.4065	326,869	D	Direct (D) Ownership (Instr. 4)
Common Stock	01/09/2006		M		11,828	A	\$ 8.453	338,697	D	Direct (D) Ownership (Instr. 4)
Common Stock	01/09/2006		M		8,464	A	\$ 11.8125	347,161	D	Direct (D) 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.

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(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 AVENUE 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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