

DRAZAN MICHAEL D
Form 4
September 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
DRAZAN MICHAEL D

(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)
09/07/2007

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)
V.P. Corporate Info. Services

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 | 09/07/2007 | | M | | 900 | A | \$ 11.8125 |
| Common Stock | 09/07/2007 | | G | V | 400 | D | \$ 0 32,599 |
| Common Stock | 09/07/2007 | | G ⁽¹⁾ | V | 800 | D | \$ 0 31,799 |
| Common Stock | 09/07/2007 | | S | | 2,488 | D | \$ 59.6893 29,311 |
| Common Stock | 09/07/2007 | | F | | 176 | D | \$ 60.17 29,135 |

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| | | | | | | | | | | |
|-------------------------|------------|--|------------------|---|-----|---|-------------|------------|---|---------------------------------------------|
| Performance Share Units | | | | | | | 12,406.6582 | D | | |
| Common Stock | 09/07/2007 | | G ⁽²⁾ | V | 400 | A | \$ 0 | 400 | I | By daughter |
| Common Stock | 09/07/2007 | | S | | 400 | D | \$ 59.6501 | 0 | I | By daughter |
| Common Stock | 09/07/2007 | | G ⁽²⁾ | V | 400 | A | \$ 0 | 400 | I | By son |
| Common Stock | 09/07/2007 | | S | | 400 | D | \$ 59.6601 | 0 | I | By son |
| Common Stock | | | | | | | | 1,588.1531 | 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.

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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) | 8. P Derivative Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option | \$ 11.8125 | 09/07/2007 | | M | 900 | 12/04/2001 | 12/04/2011 | Common Stock | 900 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DRAZAN MICHAEL D
8111 LYNDAL AVE SOUTH
BLOOMINGTON, MN 55420-1196

V.P.
Corporate
Info. Services

Signatures

Stacy L. Bogart,
Atty-In-Fact

09/11/2007

__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).

(2) This transaction involves a gift of securities by the reporting person to his son and/or daughter, who shares the reporting person's household. Reporting person disclaims beneficial ownership of shares held by his son and /or daughter and this report shall not be determined an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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.