TORO CO
Form 4
November 10, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dordell Timothy P
(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)
11/06/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Secretary, General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/06/2008		G		1,831.622 (1)	D	$ 0	855	D	
Common Stock	11/06/2008		F		855 (2)	D	$ 31.27	0	D	
Common Stock	11/06/2008		G		1,831.622 (1)	A	$ 0	1,831.622	I	By Trust
Common Stock								1.023 (3)	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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dordell Timothy P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196			VP, Secretary, General Counsel	

Signatures

TimothyPDordell	11/07/2008
**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) Represents shares of common stock withheld for the payment of taxes in connection with the vesting on November 6, 2008, of the employment inducement grant of 2,620 restricted shares of common stock (the "Inducement Grant") awarded to the reporting person on November 6, 2006. The award of the Inducement Grant was previously reported on a Form 3 by the reporting person on November 6, 2006, and the terms of the Inducement Grant are described in Exhibit 10(c) to the issuer's Form 10-Q for the quarter ended February 2, 2007 and filed on March 13, 2007.

(1) Represents the contribution to, and acquisition by, the Timothy P. Dordell Revocable Trust of shares of common stock acquired in connection with the vesting of the Inducement Grant (as defined below) (less the 855 shares of common stock withheld for the payment of taxes in connection with the vesting of the Inducement Grant, as described below, plus an aggregate of 66.622 shares of common stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan (the "Plan") (which includes the following shares of common stock acquired by the reporting person under the Plan since November 28, 2007, the date of the last Form 4 filed by the reporting person: 8.126 shares of common stock acquired on January 11, 2008, 9.594 shares of common stock acquired on April 11, 2008, 13.088 shares of common stock acquired on July 11, 2008, and 12.503 shares of common stock acquired on October 17, 2008).

(3) Includes the following shares of common stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan: .003 shares of common stock acquired on January 11, 2008, .003 shares of common stock acquired on April 11, 2008, .005 shares of common stock acquired on July 11, 2008, and .005 shares of common stock acquired on October 17, 2008. Also includes an account adjustment (rounding) of .0007 shares of common stock.

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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