

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) Price				
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.

**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)		
				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

