

MELROSE KENDRICK B  
Form 4  
January 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MELROSE KENDRICK B

(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)  
01/09/2006

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)  
Executive Chairman of the Board

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                                 | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock                    | 01/09/2006                           |  | M                              |   | 11,892             | A \$ 8.4065   | 326,869  | D                                 | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock                    | 01/09/2006                           |  | M                              |   | 11,828             | A \$ 8.453  | 338,697  | D                                 | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock                    | 01/09/2006                           |  | M                              |   | 8,464              | A \$ 11.8125  | 347,161  | D                                 | Indirect Beneficial 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<br>8111 LYNDAL AVE SOUTH<br>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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