

HIMAN DENNIS P
Form 4
December 12, 2005

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 *
HIMAN DENNIS P

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

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President & General Manag

(Street)

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

BLOOMINGTON, MN 55420-1196

(City) (State) (Zip)

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	(D)	Price
Common Stock	12/09/2005		M		1,830	A	\$ 6.2345
Common Stock	12/09/2005		M		8,000	A	\$ 8.4532
Common Stock	12/09/2005		S		8,000	D	\$ 41.5
Common Stock	12/09/2005		S		1,830	D	\$ 41.5
Common Stock Units					14,503.6965	D	

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Matching Units						7,251.8402	D		
Performance Share Units						83,353.9955	D		
Common Stock	12/09/2005		M	2,000	A	\$ 16.1375	17,662	I	By Trust for reporting person
Common Stock	12/09/2005		F	766	D	\$ 42.12	16,896	I	By Trust for reporting person
Common Stock							852.4341	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)	8. Amount or Number of Shares
Stock Option	\$ 6.2345	12/09/2005		M	1,830	11/18/1998 11/18/2008	Common Stock	1,830
Stock Option	\$ 8.453	12/09/2005		M	8,000	12/02/1999 12/02/2009	Common Stock	8,000
Stock Option	\$ 16.1375	12/09/2005		M	2,000	12/04/2002 12/04/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIMAN DENNIS P 8111 LYNDAL AVE SOUTH BLOOMINGTON, MN 55420-1196			Vice President & General Manag	

Signatures

N. Jeanne Ryan,
Atty-in-Fact

12/12/2005

**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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