

WOLFE STEPHEN P
Form 4
March 08, 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 *
WOLFE STEPHEN 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)
03/04/2005

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)
Chief Financial Officer & Vice

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 | 03/04/2005 | | M | 4,000 A \$ 16.813 | 4,097.537 | D | |
| Common Stock | 03/04/2005 | | M | 7,086 A \$ 16.906 | 11,183.537 | D | |
| Common Stock | 03/04/2005 | | J ⁽¹⁾ | V 97.537 D \$ 0 | 11,086 | D | |
| Common Stock | 03/04/2005 | | S | 2,300 D \$ 87 | 8,786 | D | |
| Common Stock | 03/04/2005 | | S | 900 D \$ 87.05 | 7,886 | D | |

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| | | | | | | | | |
|-------------------------|------------|------------------------|-------|---|------------|-------------|---|---|
| Common Stock | 03/04/2005 | S | 600 | D | \$ 87.09 | 7,286 | D | |
| Common Stock | 03/04/2005 | S | 4,200 | D | \$ 87.1 | 3,086 | D | |
| Common Stock | 03/04/2005 | S | 1,200 | D | \$ 87.18 | 1,886 | D | |
| Common Stock | 03/04/2005 | S | 900 | D | \$ 87.3 | 986 | D | |
| Common Stock | 03/04/2005 | S | 300 | D | \$ 87.31 | 686 | D | |
| Common Stock | 03/04/2005 | S | 686 | D | \$ 87.32 | 0 | D | |
| Common Stock Units | | | | | | 11,607.7852 | D | |
| Matching Units | | | | | | 5,803.8817 | D | |
| Performance Share Units | | | | | | 79,982.938 | D | |
| Common Stock | 01/14/2005 | G V | 25 | D | \$ 0 | 12,018 | I | By trust for reporting person |
| Common Stock | 03/04/2005 | <u>J⁽¹⁾</u> | 97 | A | \$ 0 | 12,115 | I | By trust for reporting person |
| Common Stock | 03/04/2005 | M | 784 | A | \$ 12.469 | 12,899 | I | By trust for reporting person |
| Common Stock | 03/04/2005 | M | 2,470 | A | \$ 16.9063 | 15,369 | I | By trust for reporting person |
| Common Stock | 03/04/2005 | F | 591 | D | \$ 87.09 | 14,778 | I | By trust for reporting person |
| Common Stock | | | | | | 13,049.9271 | 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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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 | \$ 12.469 | 03/04/2005 | | M | 784 | 11/18/1998 11/18/2008 | Common Stock | 784 |
| Stock Option | \$ 16.813 | 03/04/2005 | | M | 4,000 | 12/05/2000 12/05/2010 | Common Stock | 4,000 |
| Stock Option | \$ 16.906 | 03/04/2005 | | M | 9,556 | 12/02/1999 12/02/2009 | Common Stock | 9,556 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLFE STEPHEN P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196 | | | Chief Financial Officer & Vice | |

Signatures

N. Jeanne Ryan,
Atty-In-Fact
Date: 03/08/2005

**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).

(1) The reporting person has transferred 97 shares out of dividend reinvestment to the Stephen P. Wolfe Revocable Trust.

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