

NASSAU ROBERT H
Form 4
January 20, 2005

FORM 4

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

OMB APPROVAL

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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 *
NASSAU ROBERT H

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)
01/19/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

BLOOMINGTON, MN 55420-1196

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

(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 (A) or Price (D)		
Common Stock	01/19/2005		M		300 A \$ 22.04	2,827	D
Common Stock	01/19/2005		M		3,700 A \$ 22.04	6,527	D
Common Stock	01/19/2005		M		2,000 A \$ 23.25	8,527	D
Common Stock	01/19/2005		M		4,000 A \$ 32.415	12,527	D
Common Stock	01/19/2005		S		300 D \$ 82.15	12,227	D
Common Stock	01/19/2005		M		4,000 D \$ 82.15	8,227	D

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Common Stock							
Common Stock	01/19/2005		S	3,700	D	\$ 82.2	4,527 D
Common Stock	01/19/2005		S	2,000	D	\$ 82.2	2,527 D
Common Stock Units							7,082.063 D

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	\$ 22.04	01/19/2005		M	300	05/01/2002 11/01/2006	Common Stock	300
Stock Option	\$ 22.04	01/19/2005		M	3,700	05/01/2002 11/01/2006	Common Stock	3,700
Stock Option	\$ 23.25	01/19/2005		M	2,000	09/13/2001 03/13/2006	Common Stock	2,000
Stock Option	\$ 32.415	01/19/2005		M	4,000	05/01/2003 11/01/2007	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

NASSAU ROBERT H
8111 LYNDAL AVENUE SOUTH
BLOOMINGTON, MN 55420-1196

Signatures

N. Jeanne Ryan,
Atty-In-Fact

01/20/2005

__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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