HIMAN DENNIS P

Form 5

December 14, 2005

OMB APPROVAL FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

1(b).

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HIMAN DENNIS P Symbol TORO CO [TTC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner _X__ Officer (give 10/31/2005 Other (specify title below) below) 8111 LYNDALE AVENUE SOUTH Vice President & General Manag (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

BLOOMINGTON, ÂMN Â55420-1196

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

(City)	(State)	(Zip) Tabl	e I - Non-Deri	ivative Sec	curitie	es Acqu	ired, Disposed of	f, or Benefici	ally 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. Securi Acquired Disposed (Instr. 3,	d (A) of (E) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Units	Â	Â	Â	Â	Â	Â	14,503.6965	D	Â
Matching Units	Â	Â	Â	Â	Â	Â	7,251.8402	D	Â
Performance Share Units	Â	Â	Â	Â	Â	Â	83,353.9955	D	Â
Common Stock	04/08/2005	Â	G	90	D	\$0	15,572	I	By Trust for reporting person

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons wh contained ir the form dis	SEC 2270 (9-02)					
Common Stock	Â	Â	Â	Â	Â	Â	852.4341	I	The Toro Company Investment, Savings & ESOP
Common Stock	12/14/2005(1)	Â	G5	352	D	\$0	16,516	I	By Trust for reporting person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amour Underl	nt of	8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Securit	, ,	(Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address		Relationships							
FB	topolong o mail mail of the control		10% Owner	Of	ficer	Other			
HIMAN DENNIS P 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196		Â	Â	Â	Vice President & General Manag	Â			
Signatures									
N. Jeanne Ryan, Atty-in-Fact	12/14/2	005							
**Signature of Reporting	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).

Reporting Owners 2

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(1) Exempt gift of 352 shares (as adjusted for two 2 for 1 stock splits effective March 28, 2005 and April 1, 2003) to a charitable organization on December 2000.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.