### MELROSE KENDRICK B

Form 5

December 15, 2005

**OMB APPROVAL** FORM 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

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 MELROSE KENDRICK B Symbol TORO CO [TTC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) \_X\_ Director 10% Owner \_X\_\_ Officer (give 10/31/2005 Other (specify title below) below) 8111 LYNDALE AVENUE SOUTH ExecutiveChairman of the Board (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) 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 at end of Issuer's Fiscal	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Year (Instr. 3 and 4)	(I) (Instr. 4)	(mst. 1)
Common Stock	03/18/2005	Â	G	124	D	\$0	393,058	D	Â
Common Stock	04/08/2005	Â	G	112	D	\$0	320,470	D	Â
Common Stock Units	Â	Â	Â	Â	Â	Â	77,838.0277	D	Â
Matching Units	Â	Â	Â	Â	Â	Â	38,918.0721	D	Â
	Â	Â	Â	Â	Â	Â	583,573.5897	D	Â

*	t on a separate line for			•			lection of inform		SEC 2270 (9-02)
Common Stock	Â	Â	Â	Â	Â	Â	38,047.9696	I	The Toro Company Investment, Savings & ESOP
Share Units Common Stock	Â	Â	Â	Â	Â	Â	1,832	I	By grandchildren
Performance									

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	į
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						Ī
					Disposed						i
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
					(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FG</b>	Director	10% Owner	Officer	Other				
MELROSE KENDRICK B 8111 LYNDALE AVENUE SOUTH BLOOMINGTON, MN 55420-1196	ÂX	Â	ExecutiveChairman of the Board	Â				
Signatures								

N. Jeanne Ryan, 12/15/2005 Atty-In-Fact \*\*Signature of Reporting Date Person

2 Reporting Owners

## Edgar Filing: MELROSE KENDRICK B - Form 5

# **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 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.