

HIMAN DENNIS P  
 Form 5  
 December 14, 2005

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**HIMAN DENNIS P**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**TORO CO [TTC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**8111 LYNDALE AVENUE SOUTH**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**10/31/2005**

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

**BLOOMINGTON, MN 55420-1196**

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) | (A) or (D) | Price | 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 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     |

|              |                           |   |    |     |   |      |          |   |                                             |
|--------------|---------------------------|---|----|-----|---|------|----------|---|---------------------------------------------|
| Common Stock | 12/14/2005 <sup>(1)</sup> | Â | G5 | 352 | D | \$ 0 | 16,516   | I | By Trust for reporting person               |
| Common Stock | Â                         | Â | Â  | Â   | Â | Â    | 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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SEC 2270 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Number of Shares                                        |                                            |                           |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |                                  |
|---------------------------------------------------------------------------|---------------|-----------|---------|----------------------------------|
|                                                                           | Director      | 10% Owner | Officer | Other                            |
| HIMAN DENNIS P<br>8111 LYNDALE AVENUE SOUTH<br>BLOOMINGTON, MN 55420-1196 | Â             | Â         | Â       | Vice President & General Manag Â |

## Signatures

N. Jeanne Ryan,  
Atty-in-Fact  
Date: 12/14/2005

\*\*Signature of Reporting Person

## 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).

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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.