

TORO CO
Form 11-K
June 26, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2008.

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 1-8649.

A. Full title of the plan and address of the plan if different from that of the issuer named below:

The Toro Company Investment, Savings, and Employee Stock Ownership Plan

The Toro Company
8111 Lyndale Avenue South
Minneapolis, MN 55420
Attn: Director, Tax Accounting

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

The Toro Company
8111 Lyndale Avenue South
Minneapolis, MN 55420

THE TORO COMPANY INVESTMENT, SAVINGS,
AND EMPLOYEE STOCK OWNERSHIP PLAN

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Report of Independent Registered Public Accounting Firm

The Plan Administrator

The Toro Company Investment, Savings,

and Employee Stock Ownership Plan:

We have audited the accompanying statements of net assets available for benefits of The Toro Company Investment, Savings, and Employee Stock Ownership Plan (the Plan) as of December 31, 2008 and 2007, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of the year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Minneapolis, Minnesota

June 26, 2009

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Statements of Net Assets Available for Benefits

December 31, 2008 and 2007

	2008	2007
Assets:		
Investments at fair value:		
Interest in the Toro Company Master Trust Fund	\$ 435,905,687	639,702,693
Loans	1,156	1,677
Total investments	435,906,843	639,704,370
Employee contribution receivable	37,877	48,590
Employer contribution receivable	13,119,869	12,614,806
Net assets available for benefits at fair value	449,064,589	652,367,766
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	5,140,753	251,174
Net assets available for benefits	\$ 454,205,342	652,618,940

See accompanying notes to financial statements.

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Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2008 and 2007

	2008	2007
(Deductions) Additions to Net Assets:		
Investment (loss) income:		
Participant loan interest	\$ 6	2,488
Plan interest in net investment (loss) income of the Toro Company Master Trust Fund	(197,420,588)	64,666,354
Net investment (loss) income	(197,420,582)	64,668,842
Employer contributions	16,489,420	16,720,304
Employee contributions	13,434,214	13,156,808
Rollover contributions	872,143	690,595
Total contributions	30,795,777	30,567,707
Total (deductions) additions to net assets	(166,624,805)	95,236,549
Deductions from Net Assets:		
Administrative Fees	(30,455)	(2,902)
Benefit payments	(33,596,849)	(49,493,955)
Total deductions from net assets	(33,627,304)	(49,496,857)
Assets transferred to the Plan	1,838,511	-
Net (decrease) increase in net assets available for benefits	(198,413,598)	45,739,692
Net assets available for benefits:		
Beginning of year	652,618,940	606,879,248
End of year	\$ 454,205,342	652,618,940

See accompanying notes to financial statements.

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(1) Summary Description of Plan

The following description of The Toro Company Investment, Savings, and Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document restated as of January 1, 2006 for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2002, The Toro Company Employee Stock Ownership Plan was merged into The Toro Company Investment and Savings Plan to become The Toro Company Investment, Savings, and Employee Stock Ownership Plan. However, there continues to be an Employee Stock Ownership (ESOP) portion and a profit sharing portion of the Plan. Effective September 2, 2003, the Exmark Manufacturing Company, Inc. 401(k) Profit Sharing Plan was merged into the Plan. The Exmark Manufacturing Company, Inc. 401(k) Profit Sharing Plan offered loans to participants. Since loans are not offered under the Plan, outstanding loan balances were transferred as a result of the merger into the Plan and continue to be repaid by participants. Effective April 4, 2008, the Rain Master Irrigation Systems Inc, 410(k) Profit Sharing Plan was merged into the Plan.

The primary purpose of the ESOP portion of the Plan is to provide employees who become participants in the Plan an opportunity to have their account balances invested in Common Stock of The Toro Company (the Company). The portions of participant accounts that hold Toro Company Common Stock are included in the ESOP portion of the Plan. The portions of participant accounts that do not hold such stock are included in the profit sharing portion of the Plan.

Participants may make their own contributions to the Plan. These are initially made to the profit sharing portion of the Plan.

Plan participants are also eligible to have the Company make ESOP and Investment Fund Contributions to the Plan on their behalf after two years of qualifying service with the Company. Participants are fully vested in the entire balance of their individual accounts attributable to those contributions. The Company also makes matching contributions to the Plan with respect to Participant contributions. Participants are eligible for matching contributions after completing one year of qualifying service with the Company. Company matching contributions, together with income attributable thereto, vest at a rate of 20% after one year of vesting service, with an additional 20% being accumulated annually thereafter until the participant is 100% vested. ESOP Contributions and Matching Contributions are initially invested in Company Common Stock.

Participants may choose to have their accounts including those initially invested in Company Common Stock invested in any of the investment funds made available under the Plan or in Company Common Stock. All contributions under the Plan are made to a trust that holds all of the assets of the Plan.

Participant may receive distributions from their vested accounts under the Plan upon termination of employment, retirement, or death in the form of a lump-sum payment or in installments. Participants are allowed to withdraw amounts that they previously rolled into the Plan. Withdrawals are also allowed from selected accounts in the event of

a defined financial hardship to the extent necessary to satisfy the financial need. To the extent an account is invested in

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Company common shares, a withdrawal or distribution can be in the form of common shares or cash.

Effective November 5, 2007, a new trustee (Fidelity) was appointed to the Plan. Plan assets transferred to the new trustee were transferred into funds comparable to those offered by the former trustee (J.P. Morgan Retirement Plan Services). The conversion initiated a "Black Out" period beginning October 20, 2007 and continued through November 4, 2007. Prior to this period, employees were notified and able to select funds with the new trustee. During the Black Out period, fund elections could not be changed or withdrawn from the Plan until the new trustee had time to accurately complete the conversion. Employee contributions continued to be made through payroll deductions, and contributions were deposited directly into the participant accounts based on their elections until the completion of the Black Out period.

Benefit payments and transfers of participants' interests are made by the trustee.

During the year ended December 31, 2008 and 2007, forfeited nonvested accounts totaled \$113,329 and \$36,383, respectively. These amounts are used to offset future employer contributions.

The Company absorbs all administrative costs of the Plan, with the exception of investment management fees, which are netted against investment income.

(2) Summary of Significant Accounting Policies

(a) Basis of Financial Statement Presentation

The accompanying financial statements of The Toro Company Investment, Savings, and Employee Stock Ownership Plan are presented in accordance with U.S generally accepted accounting principles. The accounting records of the Plan are maintained on the accrual basis.

(b) Investments

The Plan's investments are in a Master Trust held by Fidelity. The investment securities are stated at fair values based upon published quotations or, in the absence of available quotations, at fair values determined by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Company maintains one Master Trust for three profit sharing and retirement plans that are sponsored by the Company. The three plans are the Plan, The Toro Company Profit Sharing Plan for Plymouth Union Employees and the Hahn Equipment Company Savings Plan for Union Employees. The purpose of the Master Trust is to pool

investment transactions and achieve uniform rates of return on comparable funds under all plans. The Master Trust invests in fully benefit-responsive investment contracts stated at fair value and then adjusted to contract value. Fair value of the contracts is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

The Plan's proportionate share of net investment income from the Master Trust is based upon the percentage of the fair value of the Plan's investment in the Master Trust's net assets. The

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Plan's percentage interest in the net assets of the Master Trust was approximately 99% as of December 31, 2008 and 2007.

(c) Accounting Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(d) Concentrations of Risk

The Plan has investments in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The assets held by the Master Trust include The Toro Company Common Stock. At December 31, 2008 and 2007, approximately 30% and 34% of the investments of the Master Trust were invested in common stock of the Company. The underlying value of the Company's common stock is entirely dependent upon the performance of the Company and the market's evaluation of such performance and other factors.

(e) Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the Master Trust, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

(3) Funding Policy, Contributions, and Plan Transfers

For the ESOP portion of the Plan, the funding policy is to make annual contributions pursuant to a formula and to make matching contributions. The formula contribution is made by the Company and equals 1.5% of total participant compensation earned during the plan year. The formula contribution is allocated to participants based on the

participants' compensation earned during the plan year as a percentage of total plan year compensation.

For the profit sharing portion of the Plan, the funding policy is to make annual investment fund contributions to the Plan in amounts determined by a formula set forth in the Plan. The contribution formula is based on 5.5% of the participants' total compensation earned during the plan year plus 5.5% of the participants' compensation above the Social Security taxable wage base as of the beginning of the plan year. Investment income is allocated based on participants' account balances.

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Participant contributions are made to the profit sharing portion of the Plan. They consist of salary reduction elections under a 401(k) feature, voluntary after-tax contributions, and rollover funds from other qualified plans. The Company is required to make a matching contribution into the ESOP portion of the plan equal to 50% of the participants' contributions to the Plan not to exceed 2% of the participants' total compensation. That contribution is invested in Company Common Stock.

Transfers to/from other funds represent participant elected rollovers to/from plans of other employers or other transfers to/from other plans.

(4) Party-in-interest Transactions

Fidelity (trustee of the Plan effective November 5, 2007) and J.P. Morgan Retirement Plan Services (former trustee of the Plan) and The Toro Company are parties-in-interest with respect to the Plan. The Plan's investments are held by Fidelity (trustee of the Plan effective November 5, 2007) and JP Morgan Retirement Plan Services (former trustee of the Plan). Some of the investment funds available to participants also include mutual funds managed by Fidelity from November 5, 2007 through December 31, 2008 and JP Morgan from January 1, 2007 through November 4, 2007. In the opinion of the Plan's legal counsel, transactions between the Plan and the trustees are exempt from being considered as "prohibited transactions" under the ERISA Section 408(b).

(5) Plan Termination

The Company has voluntarily agreed to make contributions to the Plan. Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. Each participant's interest in the Plan is 100% vested at all times, except for the portion attributable to matching contributions which is vested in a manner described above. Upon termination of the Plan, interests of active participants in the Plan fully vest.

(6) Master Trust Fund

Under the terms of the trust agreement, the trustee manages investment funds on behalf of the Plan. The trustee has been granted discretionary authority concerning the purchases and sales of the investments of the investment funds, except to the extent the trustee is subject to the discretion of participants, other fiduciaries or the Company. In accordance with the trust agreement, the assets of the Plan are held together with assets of other plans sponsored by the Company in the Master Trust. Investment income related to the Master Trust is allocated to the individual plans based upon beginning of the month balances invested in the Plan.

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Notes to Financial Statements

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Net investment income for the Master Trust for the years-ended December 31, 2008 and 2007 was as follows:

	2008	2007
Net realized and unrealized (depreciation) appreciation in fair value of investments	\$ (212,167,157)	44,948,064
Net realized and unrealized (depreciation) appreciation	(212,167,157)	44,948,064
Interest	238,302	23,306
Dividends	8,509,596	20,935,009
Net investment (loss) income	\$ (203,419,259)	65,906,379

FASB Statement No. 157 “Fair Value Measurements” (SFAS No. 157) establishes a framework for measuring fair value and expands required disclosures about fair value measurements of assets and liabilities. The Plan adopted the standard as of January 1, 2008, and there was no financial statement impact resulting from the adoption.

SFAS No. 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS No. 157 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Master Trust’s investments in stocks and mutual funds are classified as Level 1 assets in the fair value hierarchy, while the Master Trust’s investments in common collective trusts are classified as Level 2 assets in the fair value hierarchy.

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Notes to Financial Statements

December 31, 2008 and 2007

Assets and liabilities measured at fair value, as of December 31, 2008, are summarized below:

	Level 1	Level 2	Level 3	Total
Common Stock	\$ 130,120,605	-	-	130,120,605
Registered Investment Securities	150,320,458	-	-	150,320,458
Common Collective Trusts	-	157,653,795	-	157,653,795
Total	\$ 280,441,063	157,653,795	-	438,094,858

Fair values of Master Trust investments at December 31, 2008 and 2007 were as follows:

Description	2008	2007
Common Collective Trusts		
Wells Fargo Stable Return E	\$ 92,054,997	83,706,503
Barclays Global Investors	12,334,903	9,472,865
Registered Investment Securities		
Artisan Mid Cap Fund	5,405,877	9,961,602
JP Morgan MidCap Value	8,545,146	12,271,931
Fidelity Diversified International Fund	28,339,242	55,049,741
Growth Fund of America	41,181,028	69,498,831
ICM Small Company	16,490,806	27,574,964
Vanguard Institutional Index	11,669,037	18,891,792
American Century Large Company Value Fund	35,190,860	61,240,057
Alger Small Cap	3,498,462	7,952,213
Common Stock		
The Toro Company Common Stock	130,120,605	217,508,364
Pooled Funds		
Pyramis Index Lifecycle 2000	955,107	1,815,105
Pyramis Index Lifecycle 2005	1,356,696	2,022,179
Pyramis Index Lifecycle 2010	4,624,984	6,973,780
Pyramis Index Lifecycle 2015	10,710,561	13,034,933
Pyramis Index Lifecycle 2020	11,222,486	14,673,475
Pyramis Index Lifecycle 2025	11,151,070	14,766,645
Pyramis Index Lifecycle 2030	5,998,193	7,849,222
Pyramis Index Lifecycle 2035	3,547,850	4,809,707
Pyramis Index Lifecycle 2040	1,948,331	2,263,024
Pyramis Index Lifecycle 2045	1,297,464	1,469,009

Pyramis Index Lifecycle 2050	451,153	300,602
Total investments	\$ 438,094,858	643,106,544

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Notes to Financial Statements

December 31, 2008 and 2007

The following presents investments in the Master Trust as of December 31, 2008 and 2007 that represent 5% or more of the Master Trust's net assets:

Description	2008	2007
Wells Fargo Stable Return E	\$ 92,054,997	83,706,503
Fidelity Diversified International Fund	28,339,242	55,049,741
Growth Fund of America	41,181,028	69,498,831
American Century Large Company Value Fund	35,190,860	61,240,057
The Toro Company Common Stock	130,120,605	217,508,364

(7) Federal Income Taxes

The Plan Administrator has received a determination letter from the Internal Revenue Service, dated October 23, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and that the trust created under the Plan is exempt from federal income taxes under Section 501(a) of the Code. The Plan has been amended since the date of this letter, and an updated tax determination letter was received on February 19, 2008. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(8) Reconciliation of Differences between these Financial Statements and the Financial Information Required on Form 5500:

	December 31, 2008
Net assets available for benefits as presented in these financial statements	\$ 454,205,342
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2008	(5,140,753)
Net assets available for benefits as presented on Form 5500	\$ 449,064,589
	Year Ended December 31, 2008
Net (decrease) in net assets available for benefits as presented in these financial statements	\$ (198,413,598)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2008	(5,140,753)

Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2007	251,174
Net (decrease) in net assets available for benefits as presented on Form 5500	\$ (203,303,177)

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Notes to Financial Statements

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	December 31, 2007
Net assets available for benefits as presented in these financial statements	\$ 652,618,940
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2007	(251,174)
Net assets available for benefits as presented on Form 5500	\$ 652,367,766
	Year Ended December 31, 2007
Net increase in net assets available for benefits as presented in these financial statements	\$ 45,739,692
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2007	(251,174)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2006	1,153,751
Adjustment for employer contribution receivable at December 31, 2006	32,843
Adjustment for employee contribution receivable at December 31, 2006	47,511
Net increase in net assets available for benefits as presented on Form 5500	\$ 46,722,623

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Schedule H, line 4i – Schedule of Assets (Held at End of the Year)

December 31, 2008

Description	Cost	Current value
*Participant Loans	—\$	1,156
Total investments		\$ 1,156

*Party-in-interest as defined by ERISA.

See accompanying report of independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Toro Company Investment, Savings, and
Employee Stock Ownership Plan

Date: June 26, 2009

By /s/ Stephen P. Wolfe
Stephen P. Wolfe
Vice President Finance
and Chief Financial Officer
of The Toro Company

Exhibit Index

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm