

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

For the Fiscal Year Ended July 31, 1994

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number 1-8649

THE TORO COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE 41-0580470
(State of incorporation) (I.R.S. Employer Identification Number)

8111 LYNDAL AVE SOUTH
BLOOMINGTON, MINNESOTA 55420
TELEPHONE NUMBER: (612) 888-8801

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock par value \$1.00 per share	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934
during the preceding 12 months and (2) has been subject to such filing
requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K is not contained herein, and will not be contained, to the
best of registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this
Form 10-K. []

The aggregate market value of the voting stock held by nonaffiliates of the
Registrant, based upon the close price of the Common Stock on September 30, 1994
as reported on the New York Stock Exchange, was approximately \$314,586,300.

The number of shares of Common Stock outstanding as of September 30, 1994 was
12,583,452.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Annual Report to Stockholders for the fiscal year
ended July 31, 1994, are incorporated by reference into Parts I, II and IV.

Portions of the Registrant's Proxy Statement for the Annual Meeting of
Stockholders to be held December 15, 1994, are incorporated by reference into
Part III.

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Incorporated by reference into Part II, Item 8 of this report:

	Pages in Fiscal 1994 Annual Report to Stockholders
Independent Auditors' Report	19
Consolidated Statements of Operations for the years ended July 31, 1994, 1993 and 1992	19
Consolidated Balance Sheets as of July 31, 1994 and 1993	20
Consolidated Statements of Cash Flows for the years ended July 31, 1994, 1993 and 1992	21
Notes to Consolidated Financial Statements	22-28

(a) 2. INDEX TO CONSOLIDATED FINANCIAL STATEMENT SCHEDULES

Included in Part IV of this report:

Independent Auditors' Report	13
Schedule VIII - Valuation and Qualifying Accounts.	14
Schedule IX - Short-term Borrowing	15
Schedule X - Supplementary Income Statement Information.	16

All other schedules are omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(a) 3. EXHIBITS

- 3(i)(a) and 4(a) Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-3, Registration No. 33-16125).
- 3(i)(b) and 4(b) Certificate of Amendment to Certificate of Incorporation of the Registrant dated December 9, 1986 (incorporated by reference to Exhibit 3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended January 30, 1987, Commission file No. 1-8649).
- 3(i)(c) and 4(c) Certificate of Amendment to Certificate of Incorporation of the Registrant dated December 8, 1987 (incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 29, 1988, Commission File No. 1-8649).

- 3(ii) and 4(d) Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K for the year ended July 31, 1991, Commission file No. 1-8649)
- 4(e) Specimen form of Common Stock certificate (incorporated by reference to Exhibit 4(c) to the Registrant's Registration Statement on Form S-8, Registration No. 2-94417).
- 4(f) Rights Agreement dated as of June 14, 1988, between the Registrant and Norwest Bank Minnesota, National Association relating to rights to purchase Series B Junior Participating Voting Preferred Stock, as amended (incorporated by reference to Exhibit 1 to Registrant's Registration Statement on Form 8-A dated June 17, 1988, Commission File No. 1-8649, as amended).
- 4(g) Indenture dated as of July 15, 1987, between the Registrant and Manufacturers Hanover Trust Company, Trustee, relating to the Registrant's 11% Sinking Fund Debentures Due August 1, 2017 (incorporated by reference to Exhibit 4 to the Registrant's Registration Statement on Form S-3, Registration No. 44-16175).
- 10(a) Form of Employment Agreement in effect for certain officers of the Registrant (incorporated by reference to Exhibit 10(a) to the Registrant's Annual Report on Form 10-K for the year ended July 31, 1993).
- 10(b) 1985 Incentive Stock Option Plan and 1989 Stock Option Plan, both as amended (incorporated by reference Exhibit 10(b) to the Registrant's Annual Report on Form 10-K for the year ended July 31, 1993).
- 10(c) The Toro Company Matching Stock Purchase Plan (incorporated by reference to Exhibit 28 to the Registrant's Registration Statement on Form S-8, Registration No. 33-22469).
- 10(d) 1993 Stock Option Plan (incorporated by reference to Exhibit A to Registrant's Proxy Statement dated October 29, 1993).
- 10(e) Continuous Performance Award Plan (incorporated by reference to Exhibit A to Registrant's Proxy Statement dated October 31, 1991).
- 11 Computation of Earnings (Loss) per Share of Common Stock and Common Stock Equivalent (page 17 of this report).
- 13 Registrant's Fiscal 1994 Annual Report to Stockholders.
- 21 Subsidiaries of Registrant (page 18 of this report).
- 23 Independent Auditors' Consent (page 19 of this report).
- *27 Financial Data Schedule

(b) REPORTS ON FORM 8-K

None.

* Filed Herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TORO COMPANY

(Registrant)

Dated: October 18, 1994

/s/ Gerald T. Knight

Gerald T. Knight
Vice President - Finance
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Kendrick B. Melrose ----- Kendrick B. Melrose	Chairman, Chief Executive Officer and Director	October 18, 1994
/s/ David H. Morris ----- David H. Morris	President, Chief Operating Officer and Director	October 18, 1994
/s/ Gerald T. Knight ----- Gerald T. Knight	Vice President - Finance, Chief Financial Officer (principal financial officer)	October 18, 1994
/s/ Randy B. James ----- Randy B. James	Vice President, Controller (principal accounting officer)	October 18, 1994
/s/ Janet K. Cooper ----- Janet K. Cooper	Director	October 18, 1994
/s/ William W. George ----- William W. George	Director	October 18, 1994
/s/ Alex A. Meyer ----- Alex A. Meyer	Director	October 18, 1994
/s/ Robert H. Nassau ----- Robert H. Nassau	Director	October 18, 1994
/s/ Dale R. Olseth ----- Dale R. Olseth	Director	October 18, 1994
/s/ Dale W. Turnbull ----- Dale W. Turnbull	Director	October 18, 1994
/s/ Edwin H. Wingate ----- Edwin H. Wingate	Director	October 18, 1994

This schedule contains information extracted from the Consolidated Statement of Operations, the Balance Sheet and 10-K Schedule VIII and Exhibit 11 and is qualified in its entirety by reference to those items.

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12-MOS	
	JUL-31-1994
	AUG-01-1993
	JUL-31-1994
	36,231
	0
	185,620
	7,702
	118,764
	364,495
	185,478
	126,635
	443,639
188,712	
	101,325
	12,561
0	
	0
	156,091
443,639	
	794,341
794,341	
	506,816
	244,943
(8,030)	
3,032	
13,562	
	37,050
	14,820
22,230	
	0
	0
	0
	22,230
	1.71
	1.71

Total debt

Does not include additional paid in capital

Other income - net