

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS  
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

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

For the fiscal year ended December 31, 1996  
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OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
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Commission file number 1-8649  
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- A. The Toro Company Investment and Savings Plan
- B. The Toro Company  
8111 Lyndale Avenue South  
Minneapolis, MN 55420

REQUIRED INFORMATION

The following financial statements shall be furnished for the plan:

1. An audited statement of financial condition as of the end of the latest two  
fiscal years of the plan (or such lesser period as the plan has been in  
existence).

2. An audited statement of income and changes in plan equity for each of the  
latest three fiscal years of the plan (or such lesser period as the plan has  
been in existence).

3. The statements required by Items 1 and 2 shall be prepared in accordance  
with the applicable provisions of Article 6A of Regulation S-X (17 CFR  
210.6A-01-.6A-05).

4. In lieu of the requirements of Items 1-3 above, plans subject to ERISA may  
file plan financial statements and schedules prepared in accordance with the  
financial reporting requirements of ERISA. To the extent required by ERISA, the  
plan financial statements shall be examined by an independent accountant, except  
that the "limited scope exemption" contained in Section 103(a)(3)(C) of ERISA  
shall not be available.

Note: A written consent of the accountant is required with respect to the  
plan annual financial statements which have been incorporated by reference in a  
registration statement on Form S-8 under the Securities Act of 1933. The consent  
should be filed as an exhibit to this annual report. Such consent shall be  
currently dated and manually signed.

SIGNATURES

The Plan. 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 Savings and Investment Plan  
(Name of Plan)

Date June 30, 1997  
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/s/ Stephen P. Wolfe  
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Stephen P. Wolfe  
Vice President - Finance  
Chief Financial Officer

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

Financial Statements and Schedule

Year ended December 31, 1996 and the  
five-month period ended December 31, 1995

## INDEPENDENT AUDITORS' REPORT

The Plan Administrator  
The Toro Company Investment and Savings Plan:

We have audited the accompanying statements of net assets available for plan benefits of The Toro Company Investment and Savings Plan (the Plan) as of December 31, 1996 and 1995, and the related statements of changes in net assets available for plan benefits for the year ended December 31, 1996 and the five-month period ended December 31, 1995. 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 generally accepted auditing standards. 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 plan benefits as of December 31, 1996 and 1995 and the changes in net assets available for plan benefits for the year ended December 31, 1996 and the five-month period ended December 31, 1995 in conformity with 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 for investment purposes 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. The fund information in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedule and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The Plan has not presented the schedule of reportable transactions (transactions in excess of 5% of the current value of plan assets at the beginning year). Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG Peat Marwick LLP

June 24, 1997

THE TORO COMPANY INVESTMENT AND SAVINGS PLAN  
Statement of Net Assets Available for Plan Benefits

December 31, 1996

	Toro Stable Value Fund	Putnam Growth and Income Fund	Putnam Asset Allocation Fund (Growth Portfolio)	Putnam Asset Allocation Fund (Balanced Portfolio)	Putnam Asset Allocation Fund (Conservative Portfolio)	Putnam Overseas Growth Fund
Assets held by trustee:						
Investments	\$ 37,129,761	28,800,695	6,197,085	8,420,008	4,235,289	4,268,244
Net assets available for plan benefits	\$ 37,129,761	28,800,695	6,197,085	8,420,008	4,235,289	4,268,244

	Putnam Voyager Fund	The Toro Company Common Stock	Total
Assets held by trustee:			
Investments	27,832,278	17,485,950	134,369,310
Net assets available for plan benefits	27,832,278	17,485,950	134,369,310

See accompanying notes to financial statements.

THE TORO COMPANY INVESTMENT AND SAVINGS PLAN  
Statement of Net Assets Available for Plan Benefits  
December 31, 1995

	Toro Stable Value Fund	Putnam Growth and Income Fund	Putnam Asset Allocation Fund (Growth Portfolio)	Putnam Asset Allocation Fund (Balanced Portfolio)	Putnam Asset Allocation Fund (Conservative Portfolio)	Putnam Overseas Growth Fund
-----						
Assets held by trustee:						
Investments	\$ 39,398,061	20,781,618	4,404,954	6,534,932	3,165,037	2,781,412
Employer contribution receivable	0	0	0	0	0	0
Employer contribution receivable	0	0	0	0	0	0
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Net assets available for plan benefits	\$ 39,398,061	20,781,618	4,404,954	6,534,932	3,165,037	2,781,412
-----						

	Putnam Voyager Fund	The Toro Company Common Stock	Unallocated contributions	Total
-----				
Assets held by trustee:				
Investments	21,055,823	16,019,914	0	114,141,751
Employer contribution receivable	0	0	13,582	13,582
Employer contribution receivable	0	0	43,150	43,150
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Net assets available for plan benefits	21,055,823	16,019,914	56,732	114,198,483
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See accompanying notes to financial statements.

THE TORO COMPANY INVESTMENT AND SAVINGS PLAN

Statement of Changes in Net Assets Available for Plan Benefits

Year ended December 31, 1996

	Toro Stable Value Fund	Putnam Growth and Income Fund	Putnam Asset Allocation Fund (Growth Portfolio)	Putnam Asset Allocation Fund (Balanced Portfolio)	Putnam Asset Allocation Fund (Conservative Portfolio)	Putnam Overseas Growth Fund
Investment income:						
Interest and dividends, net of plan expenses	\$ 1,301,562	2,413,654	327,202	604,156	265,079	57,647
Net appreciation in the fair value of investments	994,110	2,549,264	588,030	604,983	137,106	484,682
Net investment income	2,295,672	4,962,918	915,232	1,209,139	402,185	542,329
Employer contributions	384,011	725,942	172,030	201,917	51,918	119,329
Employee contributions	645,683	1,499,130	424,444	429,955	113,006	317,597
Rollover contributions	5,207	31,931	12,209	11,871	10,776	11,621
Total contributions	1,034,901	2,257,003	608,683	643,743	175,700	448,547
Benefit payments	(2,801,479)	(824,506)	(62,915)	(195,030)	(65,457)	(58,254)
Transfers between funds	(2,826,759)	1,570,320	327,212	225,541	556,141	541,765
Transfers from other plans	29,365	53,342	3,919	1,683	1,683	12,445
Increase (decrease) in net assets available for plan benefits	(2,268,300)	8,019,077	1,792,131	1,885,076	1,070,252	1,486,832
Net assets available for plan benefits:						
Beginning of year	39,398,061	20,781,618	4,404,954	6,534,932	3,165,037	2,781,412
End of year	\$ 37,129,761	28,800,695	6,197,085	8,420,008	4,235,289	4,268,244

	Putnam Voyager Fund	The Toro Company Common Stock	Unallocated contributions	Total
Investment income:				
Interest and dividends, net of plan expenses	1,747,782	235,428	0	6,952,510
Net appreciation in the fair value of investments	1,216,708	1,793,168	0	8,368,051
Net investment income	2,964,490	2,028,596	0	15,320,561
Employer contributions	791,504	1,781,729	0	4,228,380
Employee contributions	2,123,524	272,353	0	5,825,692
Rollover contributions	66,833	4,511	0	154,959
Total contributions	2,981,861	2,058,593	0	10,209,031
Benefit payments	(806,314)	(983,527)	0	(5,797,482)
Transfers between funds	1,314,305	(1,651,793)	(56,732)	0
Transfers from other plans	322,113	14,167	0	438,717
Increase (decrease) in net assets available for plan benefits	6,776,455	1,466,036	(56,732)	20,170,827
Net assets available for plan benefits:				
Beginning of year	21,055,823	16,019,914	56,732	114,198,483
End of year	27,832,278	17,485,950	0	134,369,310

See accompanying notes to financial statements.

THE TORO COMPANY INVESTMENT AND SAVINGS PLAN

Statement of Changes in Net Assets Available for Plan Benefits

Five-month period ended December 31, 1995

	Toro Stable Value Fund	Putnam Growth and Income Fund	Putnam Asset Allocation Fund (Growth Portfolio)	Putnam Asset Allocation Fund (Balanced Portfolio)	Putnam Asset Allocation Fund (Conservative Portfolio)	Putnam Overseas Growth Fund
<b>Investment income:</b>						
Interest and dividends, net of plan expenses	\$ 1,221,334	1,112,039	192,575	309,307	130,075	54,604
Net appreciation in the fair value of investments	0	1,065,772	89,045	108,071	60,389	101,675
<b>Net investment income</b>	<b>1,221,334</b>	<b>2,177,811</b>	<b>281,620</b>	<b>417,378</b>	<b>190,464</b>	<b>156,279</b>
<b>Employer contributions</b>	<b>94,133</b>	<b>152,050</b>	<b>36,922</b>	<b>42,522</b>	<b>10,867</b>	<b>22,339</b>
<b>Employee contributions</b>	<b>350,532</b>	<b>698,337</b>	<b>210,265</b>	<b>213,293</b>	<b>52,778</b>	<b>154,587</b>
<b>Rollover contributions</b>	<b>2,760</b>	<b>8,134</b>	<b>709</b>	<b>0</b>	<b>0</b>	<b>7,808</b>
<b>Total contributions</b>	<b>447,425</b>	<b>858,521</b>	<b>247,896</b>	<b>255,815</b>	<b>63,645</b>	<b>184,734</b>
<b>Benefit payments</b>	<b>(3,263,682)</b>	<b>(210,490)</b>	<b>(40,184)</b>	<b>(24,399)</b>	<b>(6,146)</b>	<b>(7,280)</b>
Transfers between funds	(36,275,502)	10,368,725	(1,264,864)	5,886,138	2,917,074	2,447,679
Transfers from other plans	30,894,325	2,662,790	876,733	0	0	0
<b>Increase (decrease) in net assets available for plan benefits</b>	<b>(6,976,100)</b>	<b>15,857,357</b>	<b>101,201</b>	<b>6,534,932</b>	<b>3,165,037</b>	<b>2,781,412</b>
<b>Net assets available for plan benefits:</b>						
Beginning of period	46,374,161	4,924,261	4,303,753	0	0	0
<b>End of period</b>	<b>\$ 39,398,061</b>	<b>20,781,618</b>	<b>4,404,954</b>	<b>6,534,932</b>	<b>3,165,037</b>	<b>2,781,412</b>

	Putnam Voyager Fund	The Toro Company Common Stock	Unallocated contributions	Total
<b>Investment income:</b>				
Interest and dividends, net of plan expenses	1,112,269	63,836	0	4,196,039
Net appreciation in the fair value of investments	837,371	2,091,930	0	4,354,253
<b>Net investment income</b>	<b>1,949,640</b>	<b>2,155,766</b>	<b>0</b>	<b>8,550,292</b>
<b>Employer contributions</b>	<b>152,177</b>	<b>175,902</b>	<b>13,582</b>	<b>700,494</b>
<b>Employee contributions</b>	<b>978,443</b>	<b>128,069</b>	<b>43,150</b>	<b>2,829,454</b>
<b>Rollover contributions</b>	<b>29,317</b>	<b>0</b>	<b>0</b>	<b>48,728</b>
<b>Total contributions</b>	<b>1,159,937</b>	<b>303,971</b>	<b>56,732</b>	<b>3,578,676</b>
<b>Benefit payments</b>	<b>(202,592)</b>	<b>(817,684)</b>	<b>0</b>	<b>(4,572,457)</b>
Transfers between funds	18,148,838	2,027,479	(4,255,567)	0
Transfers from other plans	0	12,350,382	2,029,099	48,813,329
<b>Increase (decrease) in net assets available for plan benefits</b>	<b>21,055,823</b>	<b>16,019,914</b>	<b>(2,169,736)</b>	<b>56,369,840</b>
<b>Net assets available for plan benefits:</b>				
Beginning of period	0	0	2,226,468	57,828,643
<b>End of period</b>	<b>21,055,823</b>	<b>16,019,914</b>	<b>56,732</b>	<b>114,198,483</b>

See accompanying notes to financial statements.

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

Notes to Financial Statements

December 31, 1996 and 1995

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF STATEMENT PRESENTATION

Effective August 1, 1995, The Toro Company (the Company) merged four of its profit sharing and retirement plans (the Toro Company Profit Sharing Plan and Trust Agreement for Minneapolis Factory Employees, the Toro Company Profit Sharing Plan and Trust Agreement for Windom Factory Employees, the Toro Company Profit Sharing Plan and Trust Agreement for Hourly Employees, and the Toro Company Matching Stock Plan) with the Toro Company Profit Sharing Plan and Trust Agreement for Office Employees. As a result of this merger, the net assets of the four plans were transferred to the Toro Company Profit Sharing Plan and Trust Agreement for Office Employees on August 1, 1995. The surviving plan, The Toro Company Profit Sharing Plan and Trust Agreement for Office Employees, was then renamed and restated as the Toro Company Investment and Savings Plan (the Plan).

The fiscal year end of the Plan was changed from July 31st to December 31st effective August 1, 1995. The periods presented in the accompanying financial statements of the Plan represent the transitional period for the change in the Plan's fiscal year and includes statements of net assets available for plan benefits as of December 31, 1996 and 1995 and statements of changes in net assets available for plan benefits for the year ended December 31, 1996 and the five-month period ended December 31, 1995.

The accompanying financial statements of the Plan are presented in accordance with generally accepted accounting principles.

INVESTMENTS

Currently, the Company maintains one fund, the Toro Stable Value Fund, within the master trust agreement for three profit sharing and retirement plans which are sponsored by the Company. The three plans include the Toro Company Profit Sharing Plan and Trust Agreement for Plymouth Union Employees, the Toro Company Investment and Savings Plan, and the Toro Company Employee Stock Ownership Plan. The purpose of the master trust is to pool investment transactions and achieve uniform rates of return on comparable funds under all plans.

On August 1, 1995, the investment assets of the Toro Company Profit Sharing Plan and Trust Agreement for Minneapolis Factory Employees, the Toro Company Profit Sharing Plan and Trust Agreement for Windom Factory Employees, the Toro Company Profit Sharing Plan and Trust Agreement for Hourly Employees, and the Toro Company Matching Stock Plan were transferred to the Plan.

(Continued)

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

The Plan's investments were held by Putnam Fiduciary Trust Company (the Trustee) as of December 31, 1996. Plan investments are invested in the following investment funds:

- (a) The Toro Stable Value Fund is invested in investment contracts with insurance companies, major banks, and other financial institutions. The fund's holdings may also include U.S. government agency mortgage-backed securities, AAA-rated asset-backed securities, high-quality debt securities, and money market investments.
- (b) The Putnam Growth and Income Fund is invested in common stock of companies with current income and capital growth.
- (c) The Putnam Asset Allocation Fund (Growth Portfolio) is invested in approximately 80% equity securities (primarily common stock) and 20% debt securities.
- (d) The Putnam Asset Allocation Fund (Balanced Portfolio) is invested in approximately 65% equity securities (primarily common stock) and 35% debt securities.
- (e) The Putnam Asset Allocation Fund (Conservative Portfolio) is invested in approximately 35% equity securities (primarily common stock) and 65% debt securities.
- (f) The Putnam Overseas Growth Fund is invested primarily in equity securities of companies located outside North America.
- (g) The Putnam Voyager Fund is invested primarily in common stocks of small to medium sized companies that have the potential for long-term capital appreciation.
- (h) The Toro Company's common stock.

The Plan's share of net investment income from the master trust is determined by the Trustee based on the ratio of the fair value of the Plan's equity in the investment funds to the total net assets of the investment fund at the beginning of the plan year.

The investment securities are stated at market values based upon published quotations or, in the absence of available quotations, at fair values determined by the Trustee. Purchases and sales of securities are recorded on a trade-date basis.

The short term securities of the Toro Stable Value Fund are stated at cost, which approximates market. The Toro Stable Value Fund includes various fully benefit responsive investment contracts. These contracts are valued in the Plan at contract value, which includes cost plus accrued interest. These contracts have stated interest rates ranging from 5.41% to 8.98% and maturities ranging from the year 1997 through the year 2001.

(Continued)

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) DESCRIPTION OF PLAN

The Plan is a defined contribution profit sharing plan sponsored by the Company. The Company, as administrator of the Plan, absorbs the major portion of administrative costs and trustee fees of the Plan.

A general description of the Plan is contained in the Plan document dated July 20, 1995. Participants should refer to the Plan document for more complete information.

Contributions are made under control of the plan administrator. Unallocated contributions represent contributions receivable which have not yet been allocated to the above-mentioned funds in the participants' predetermined allocation percentages. The allocation of the participants' and Company contributions to these investment funds is selected by the participants.

Benefit payments and transfers of participants' interests are made under control of the Trustee. Company matching contributions, together with income attributable thereto, will vest at the rate of 20% after one year of vesting service, with an additional 20% being accumulated annually thereafter until the participant is 100% vested.

(3) CONTRIBUTIONS

The Company's funding policy is to make annual 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. In addition, the Company is required to make a matching contribution equal to 50% of the participants' contributions to the Plan not to exceed two percent of the participant's total compensation. The contribution formula specifies a minimum annual contribution to the Plan. The Company contribution is allocated to participants based on compensation earned during the plan year. Investment income is allocated based on participants' account balances.

The employee contributions consist of salary reduction elections under a 401(k) feature and rollover funds from other qualified plans.

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THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

(4) PARTY-IN-INTEREST TRANSACTIONS

Putnam Fiduciary Trust Company and The Toro Company are parties-in-interest with respect to the Plan. In the opinion of the Plan's legal counsel, transactions between the Plan and the Trustee and the Company are exempt from being considered as "prohibited transactions" under the Employee Retirement Income Security Act of 1974 (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 profit sharing plan agreement, it may do so at any time. Upon termination of the Plan, the interest of the participants in the Plan shall fully vest.

(6) INVESTMENTS

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. In accordance with the trust agreement, certain assets of the Plan are held together with assets of other plans sponsored by the Company in the master trust.

Guaranteed investment contracts of the Toro Stable Value Fund of \$2,132,761 issued by Confederation Life Insurance Company (CL) were held as of December 31, 1996. On August 12, 1994, CL was placed under court supervised rehabilitation. Beginning August 1, 1995, payments from the CL annuity contracts have been suspended pending further court action until such time as the fair market value of the CL annuity contracts can be determined. The action suspending distributions was consistent with procedures published by the Internal Revenue Service. Effective August 1, 1995, a loan agreement has been established between the Company and the Plan providing the Company to fund payments to plan participants (or their beneficiaries) for 100% of the interests of plan participants in the CL annuity contracts based on the valuation of the CL annuity contracts as of August 11, 1994.

The CL annuity contracts are recorded in the accompanying financial statements and schedule at cost plus accrued interest as of August 11, 1994. No earnings have been recorded in the Plan's financial statements since August 11, 1994 related to these contracts.

As of the date of this report, the Company is not aware of any principal loss associated with these investments. Accordingly, no provision for loss on the CL annuity contracts has been recognized in the accompanying financial statements.

(Continued)

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

The net assets available for benefits of the master trust totaled \$38,396,941 at December 31, 1996.

The net assets available for benefits of the master trust at December 31, 1995 were as follows:

	Toro Stable Value Fund
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Investments:	
Short term investment funds	\$824,163
Separate accounts	4,502,914
Guaranteed investment contracts	35,200,461
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Total assets available for benefits	\$40,527,538
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The changes in net assets available for benefits of the master trust for the year ended December 31, 1996 were as follows:

	Toro Stable Value Fund
-----	
Investment income (interest and dividends)	\$2,379,455
Deposits by participating plans	1,085,723
Withdrawals by participating plans	(5,595,775)
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Decrease in net assets	(2,130,597)
Net assets available for benefits:	
Beginning of year	40,527,538
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End of period year	\$38,396,941
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(Continued)

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

The changes in net assets available for benefits of the master trust for the year ended December 31, 1995 were as follows:

	Toro Stable Value Fund
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Investment income (interest and dividends)	\$1,251,849
Deposits by participating plans	3,288,117
Withdrawals by participating plans	(42,581,535)
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Decrease in net assets	(38,041,569)
Net assets available for benefits:	
Beginning of year	78,569,107
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End of year	\$40,527,538
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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 assets. The Plan's percentage interest in the net assets of the master trust was approximately 97% as of December 31, 1996.

The following investments represent 5% or more of the Plan's net assets available for plan benefits as of December 31, 1996:

Toro Stable Value Fund	\$37,129,761
Putnam Growth and Income Fund	28,800,695
Putnam Asset Allocation Fund (Balanced Portfolio)	8,420,008
Putnam Voyager Fund	27,832,278
The Toro Company common stock	17,485,950

(7) FEDERAL INCOME TAXES

The plan administrator has received a determination letter from the Internal Revenue Service dated July 18, 1996 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code and that the trust created under the Plan is exempt from federal income taxes under Section 501(a) of the Code. The plan administrator believes that the Plan and its related trust continue to qualify under the provisions of Sections 401(a) and 501(a) of the Code and are exempt from federal income taxes.

SCHEDULE 1

THE TORO COMPANY  
INVESTMENT AND SAVINGS PLAN

Item 27a--Schedule of Assets Held for Investment Purposes

December 31, 1996

Description	Face amount or shares	Cost	Market value
Toro Stable Value Fund*	36,048,312	\$ 36,171,281	37,129,761
Putnam Growth and Income Fund*	1,598,263	25,091,973	28,800,695
Putnam Asset Allocation Fund (Growth Portfolio)*	551,833	5,459,628	6,197,085
Putnam Asset Allocation Fund (Balanced Portfolio)*	802,670	7,739,733	8,420,008
Putnam Asset Allocation Fund (Conservative Portfolio)*	442,097	4,053,325	4,235,289
Putnam Overseas Growth Fund*	283,982	3,698,280	4,268,244
Putnam Voyager Fund*	1,726,568	26,018,927	27,832,278
The Toro Company common stock*	479,067	11,647,495	17,485,950
<b>Total investments</b>		<b>\$ 119,880,642</b>	<b>134,369,310</b>

\*Party-in-interest.

See accompanying independent auditor's report.

INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
The Toro Company:

We consent to the incorporation by reference in the registration statements of The Toro Company on Forms S-3 and S-8 (File Nos. 333-20901, 33-26268, 33-31586, 33-38308, 33-44668, 33-51563, 33-55550, 33-59563, and 333-4521) of our report dated June 24, 1997, relating to the statements of net assets available for plan benefits of The Toro Company Investment and Savings Plan as of December 31, 1996 and 1995, and the related statements of changes in net assets available for plan benefits for the year ended December 31, 1996 and the five-month period ended December 31, 1995.

KPMG Peat Marwick LLP

Minneapolis, Minnesota  
June 30, 1997