

TOLL BROTHERS INC  
Form 4  
December 21, 2006

**FORM 4** 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TOLL BRUCE E

2. Issuer Name and Ticker or Trading Symbol  
TOLL BROTHERS INC [TOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
250 GIBRALTAR ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HORSHAM, PA 19044

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 2,300   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,586   | I  | 401(k) Plan   |
| Common Stock                    | 12/19/2006                           |  | S                              | 500,000 D   | \$ 31,6231 (1) 4,966,104 (2)  | I  | BRU Holding Co.,LLC                                   |
| Common Stock                    |                                      |  |                                |   | 1,750,000 (3)   | I  | Bruce E. Toll Investment Trust                        |
| Common Stock                    |                                      |  |                                |   | 537,839   | I  | By GRAT-Expires                                       |

November, 2008

Common  
Stock

262,161 I

By  
GRAT-Expires  
November, 2007

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Stock Options (Right to buy)               | \$ 5.7657  |                                      |  |                                |   | 11/03/1998   | 11/03/2007  | Common Stock | 200,000              |
| Stock Options (Right to buy)               | \$ 6.8594  |                                      |  |                                |   | 12/30/1997   | 12/30/2007  | Common Stock | 960,000              |
| Stock Options (Right to buy)               | \$ 7.25  |                                      |  |                                |   | 03/05/1998   | 03/05/2008  | Common Stock | 370,000              |
| Stock Options (Right to buy)               | \$ 7.375   |                                      |  |                                |   | 03/13/1998   | 03/13/2008  | Common Stock | 250,000              |
| Stock Options (Right to buy)               | \$ 9.6563  |                                      |  |                                |   | 12/20/2001   | 12/20/2010  | Common Stock | 60,000               |
| Stock Options (Right to buy)               | \$ 10.525  |                                      |  |                                |   | 12/20/2003   | 12/20/2012  | Common Stock | 31,000               |

buy)

|                              |           |            |  |   |            |                           |              |                     |
|------------------------------|-----------|------------|--|---|------------|---------------------------|--------------|---------------------|
| Stock Options (Right to buy) | \$ 10.88  |            |  |   | 12/20/2001 | 12/20/2011                | Common Stock | 62,000              |
| Stock Options (Right to buy) | \$ 20.135 |            |  |   | 12/20/2004 | 12/20/2013                | Common Stock | 30,000              |
| Stock Options (Right to buy) | \$ 32.55  |            |  |   | 12/20/2005 | 12/20/2014                | Common Stock | 30,000              |
| Stock Options (Right to buy) | \$ 35.97  |            |  |   | 12/20/2006 | 12/20/2015                | Common Stock | 15,000              |
| Stock Options (Right to buy) | \$ 31.82  | 12/20/2006 |  | A | 15,000     | 12/20/2007 <sup>(4)</sup> | 12/20/2016   | Common Stock 15,000 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TOLL BRUCE E<br>250 GIBRALTAR ROAD<br>HORSHAM, PA 19044 |               | X         |         |       |

## Signatures

Kathryn G. Flanagan, Att'y  
in Fact 12/21/2006

\*\*Signature of Reporting Person Date

## 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).
- (3) The sole beneficiary of the Trust is the reporting person
- (1) Average sales price-actual sale prices ranged from \$31.50 to \$31.85
- (2) Entity is wholly owned by the reporting person.
- (4) Exercisable 50% on 12/20/2007 and 12/20/2008

Note: File three copies of this Form, one of which must be manually signed. If space 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.