

TOLL BROTHERS INC
Form 4
September 28, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

250 GIBRALTAR ROAD

(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/26/2006 | | M | 170,000 A \$ 4.875 | 172,300 | D | |
| Common Stock | 09/26/2006 | | M | 185,000 A \$ 4.9375 | 357,300 | D | |
| Common Stock | 09/26/2006 | | S | 355,000 D \$ 28.9889 (1) | 2,300 | D | |
| Common Stock | | | | | 2,586 | I | 401(k) Plan |
| Common Stock | | | | | 5,966,104 (2) | I | BRU Holding Co.,LLC |

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| | | | |
|-----------------|-------------------------|---|-------------------------------------|
| Common Stock | 1,750,000 <u>(3)</u> | I | Bruce E. Toll Investment Trust |
| Common Stock | 800,000 | I | By GRAT-Expires November,2007 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Number of 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) | \$ 4.875 | 09/26/2006 | | M | 170,000 | 03/14/1997 | 03/14/2007 | Common Stock | 170,000 |
| Stock Options (Right to buy) | \$ 4.9375 | 09/26/2006 | | M | 185,000 | 12/30/1996 | 12/30/2006 | Common Stock | 185,000 |

Reporting Owners

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

Signatures

Kathryn G. Flanagan, Att'y
in Fact 09/28/2006

__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
- (2) Entity is wholly owned by the reporting person.

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(1) Average sales price-Actual sale prices ranged from \$28.90 to \$29.11

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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