

TOLL ROBERT I
Form 4
October 24, 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

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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 ROBERT I

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

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

Chief Executive Officer

250 GIBRALTAR ROAD

(Street)

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

HORSHAM, PA 19044

(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)
			Code	V Amount (D) Price			
Common Stock	10/23/2006		M	44,974 A \$ 0	15,989,164	D	
Common Stock					2,586	I	401(k) Plan
Common Stock					157,011	I	By GRAT-Expires October, 2007
Common Stock					12,248	I	By GRAT-Expires September, 2007

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Common Stock	2,790,714	I	Entities wholly owned by reporting person
Common Stock	328,420 ⁽¹⁾	I	Partnership
Common Stock	48,790 ⁽²⁾	I	Trusts

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)	Amount of Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	\$ 0					12/12/2004	12/12/2004	Common Stock	471,099
Phantom Stock	\$ 0	10/23/2006		M	44,974	10/23/2006	10/22/2004	Common Stock	44,974
Stock Options (Right to buy)	\$ 4.375					12/20/1999	12/20/2009	Common Stock	3,000,000
Stock Options (Right to buy)	\$ 4.875					03/14/1997	03/14/2007	Common Stock	170,000
Stock Options (Right to buy)	\$ 5.5782					12/30/1998	12/30/2008	Common Stock	190,000
Stock Options (Right to buy)	\$ 5.7188					12/20/1999	12/20/2008	Common Stock	1,000,000

buy)

Stock

Options
(Right to
buy)

\$ 5.7657

11/03/1998

11/03/2007

Common
Stock

200,000

Stock

Options
(Right to
buy)

\$ 6

11/02/1999

11/02/2008

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)

\$ 7.375

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

1,000,000

Stock

Options
(Right to
buy)

\$ 10.525

12/20/2003

12/20/2012

Common
Stock

500,000

Stock

Options
(Right to
buy)

\$ 10.88

12/20/2002

12/20/2011

Common
Stock

1,000,000

Stock

Options
(Right to
buy)

\$ 20.135

12/20/2004

12/20/2013

Common
Stock

500,000

Stock

Options
(Right to
buy)

\$ 32.55

12/20/2005

12/20/2014

Common
Stock

500,000

Stock

Options
(Right to
buy)

\$ 35.97

12/20/2006

12/20/2015

Common
Stock

250,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

3

