

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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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 *

SHAPIRO PAUL 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)
12/20/2006

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Code	V	(A) (D)						
Stock Options (Right to buy)	\$ 4.375			12/20/2000	12/20/2009	Common Stock	66,000		
Stock Options (Right to buy)	\$ 5.7188			12/20/1999	12/20/2008	Common Stock	66,000		
Stock Options (Right to buy)	\$ 6.3907			12/20/1998	12/20/2007	Common Stock	20,000		
Stock Options (Right to buy)	\$ 9.6563			12/20/2000	12/20/2010	Common Stock	68,000		
Stock Options (Right to buy)	\$ 10.525			12/20/2003	12/20/2012	Common Stock	34,000		
Stock Options (Right to buy)	\$ 10.88			12/20/2001	12/20/2011	Common Stock	66,000		
Stock Options (Right to buy)	\$ 20.135			12/20/2004	12/20/2013	Common Stock	33,000		
Stock Options (Right to buy)	\$ 32.55			12/20/2005	12/20/2014	Common Stock	32,000		
Stock Options (Right to buy)	\$ 35.97			12/20/2006	12/20/2015	Common Stock	16,000		
Stock Options (Right to buy)	\$ 31.82	12/20/2006		A	16,000	12/20/2007 ⁽¹⁾	12/20/2016	Common Stock	16,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO PAUL E 250 GIBRALTAR ROAD HORSHAM, PA 19044	X			

Signatures

Kathryn G. Flanagan,
Attorney-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).
- (1) Exercisable 50% on 12/20/2007, 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.
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