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TOLL BROTHERS INC  
Form 8-K  
June 16, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 15, 2005  
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Toll Brothers, Inc.

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(Exact Name of Registrant as Specified in Charter)

Delaware	001-09186	23-2416878
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
250 Gibraltar Road, Horsham, PA		19044
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (215) 938-8000  
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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03. AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

Effective June 15, 2005, the Certificate of Incorporation of Toll Brothers Inc. (the "Company"), was amended to increase the Company's authorized

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shares from 101,000,000 to 201,000,000 consisting of two classes of stock. The Certificate of Amendment provides for 200,000,000 authorized shares of common stock, \$.01 par value, an increase from the 100,000,000 shares previously authorized, and 1,000,000 authorized shares of preferred stock, \$.01 par value, the same number of preferred shares previously authorized. A copy of the Certificate of Amendment, which was filed with the Secretary of State of the State of Delaware on June 15, 2005, is included as Exhibit 3.1 to this Form 8-K.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c). Exhibits.

The following Exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit No. -----	Item -----
3.1*	Certificate of Amendment of Certificate of Incorporation of Toll Brothers, Inc. filed with the Secretary of State of the State of Delaware on June 15, 2005.

\* Filed electronically herewith.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOLL BROTHERS, INC.

Dated: June 16, 2005

By: Joseph R. Sicree

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Joseph R. Sicree  
Vice President, Chief  
Accounting Officer