

CONSOLIDATED TOMOKA LAND CO  
 Form 4  
 May 24, 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 \*  
 MCMUNN WILLIAM H

2. Issuer Name and Ticker or Trading Symbol  
 CONSOLIDATED TOMOKA LAND CO [CTO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 P O BOX 10809  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/24/2006

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

DAYTONA  
 BEACH, FL 32120-0809

(City) (State) (Zip)

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

**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)		
				Code	V	Amount				(D)	Price
Common Stock <sup>(1)</sup>	05/24/2006		M			20,000	A	\$ 41.7324	56,853	D	
Common Stock	05/24/2006		D			20,000	D	\$ 60.29	56,853	D	

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights <sup>(1)</sup>	\$ 41.7324 <sup>(2)</sup>	05/24/2006		M	4,000	04/25/2006 04/25/2011	Common Stock	4,000
Stock Appreciation Rights	\$ 41.7324	05/24/2006		M	4,000	01/23/2006 01/23/2012	Common Stock	4,000
Stock Appreciation Rights	\$ 41.7324	05/24/2006		M	4,000	01/22/2006 01/22/2013	Common Stock	4,000
Stock Appreciation Rights	\$ 41.7324	05/24/2006		M	4,000	01/28/2006 01/28/2014	Common Stock	4,000
Stock Appreciation Rights	\$ 41.7324	05/24/2006		M	4,000	01/27/2006 01/27/2015	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMUNN WILLIAM H P O BOX 10809 DAYTONA BEACH, FL 32120-0809	X		President & CEO	

## Signatures

William H. McMunn 05/24/2006

\*\*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) This reflects the exercise of a stock appreciation right (SAR) in tandem with the exercise of a stock option on May 11, 2006, that was separately reported on a Form 4.  
  
The value of the SAR for Mr. McMunn was calculated as follows:  $(689,280) / .65 - 689,280$  (Appreciation / 1 - Tax Rate) - Appreciation
- (2) "Appreciation" equals the amount by which the fair market value of SAR's related shares at the time the related option is exercised exceeds the price paid for the share, and "Tax Rate" equals the optionee's tax rate as determined by the IRS Tax Code at the time of exercise.

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.