#### MARBACH CARL B

Form 4

December 21, 2006

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARBACH CARL B			2. Issuer Name <b>and</b> Ticker or Trading Symbol TOLL BROTHERS INC [TOL]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
250 GIBRAI	TAR ROAD	)	(Month/Day/Year) 12/20/2006	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HORSHAM,	PA 19044			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne		

(City)	(State) (	Table Table	e I - Non-I	<b>Derivative</b>	Securi	ities Ac	equired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or	)	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)
Common Stock	12/21/2006		G V	2,100	D	\$0	29,902	D	
Common Stock							4,700	I	Individual Retirement Account for self
Common Stock							4,700	I	Individual Retirement Account for spouse

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

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(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. Transac Code (Instr. 8		5. Num orDeriva Securit Acquir or Disp (D) (Instr. and 5)	tive ties red (A posed	<b>A</b> )	Expiration Date		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code \	V	(A)	(	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to buy)	\$ 4.375								12/20/2000	12/20/2009	Common Stock	68,000
Stock Options (Right to buy)	\$ 5.7188								12/20/1999	12/20/2008	Common Stock	66,000
Stock Options (Right to buy)	\$ 9.6563								12/20/2000	12/20/2010	Common Stock	66,000
Stock Options (Right to buy)	\$ 10.525								12/20/2003	12/20/2012	Common Stock	34,000
Stock Options (Right to buy)	\$ 10.88								12/20/2002	12/20/2011	Common Stock	68,000
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	33,000

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Stock Options (Right to buy)	\$ 35.97				12/20/2006	12/20/2015	Common Stock	16,500
Stock Options (Right to buy)	\$ 31.82	12/20/2006	A	16,500	12/20/2007(1)	12/20/2016	Common Stock	16,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MARBACH CARL B 250 GIBRALTAR ROAD HORSHAM, PA 19044	X							

## **Signatures**

By: Kathryn G. Flanagan, Attorney-in-fact

\*\*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. 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.

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