#### **TOLL BROTHERS INC**

Form 4 June 22, 2005

### FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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**SECURITIES** Section 16. Form 4 or Form 5 obligations

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

See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * BARZILAY ZVI			2. Issuer Name <b>and</b> 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	(Check air applicable)		
250 GIBRALT	ʿAR ROAD		(Month/Day/Year) 06/20/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HORSHAM, P	A 19044		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 06/20/2005 M 58,200 Α \$ 9.75 97,830 D Stock \$ Common S 06/20/2005 58,200 102.0556 39,630 D D Stock (1) Common 06/21/2005 M 31,600 Α \$ 9.75 71,230 D Stock \$ Common S 100.5137 D 06/21/2005 31,600 D 39,630 Stock

Common 401(k) Stock Plan

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)

(e.g., puts, cans, 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. Transactic Code (Instr. 8)	5. Numl orDerivati Securitic Acquire or Dispo (D) (Instr. 3 and 5)	es ed (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 8.75						12/20/2000	12/20/2009	Common Stock	309,972
Stock Options (Right to buy)	\$ 9.75	06/20/2005		M	58	8,200	12/20/1997	12/20/2006	Common Stock	58,200
Stock Options (Right to buy)	\$ 9.75	06/21/2005		M	3	1,600	12/20/1997	12/20/2006	Common Stock	31,600
Stock Options (Right to buy)	\$ 11.4375						12/20/1999	12/20/2008	Common Stock	191,258
Stock Options (Right to buy)	\$ 12.7813						12/20/1998	12/20/2007	Common Stock	192,016
Stock Options (Right to buy)	\$ 19.3125						12/20/2001	12/20/2010	Common Stock	120,000
	\$ 21.05						12/20/2004	12/20/2012		125,000

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Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 21.76	12/20/2002	12/20/2011	Common Stock	240,000
Stock Options (Right to buy)	\$ 40.27	12/20/2007	12/20/2013	Common Stock	127,000
Stock Options (Right to buy)	\$ 65.1	12/20/2008	12/20/2014	Common Stock	120,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
BARZILAY ZVI						
250 GIBRALTAR ROAD	X		President			
HORSHAM, PA 19044						

# **Signatures**

Kathryn G.

Flanagan, Attorney-in-Fact 06/22/2005

\*\*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) Average sales price-Actual sale prices ranged from \$102.00 to \$102.31
- (2) Average sales price-Actual sale prices ranged from \$100.50 to \$100.63

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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