

TOLL BROTHERS INC  
Form 4  
December 21, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
TOLL ROBERT I

2. Issuer Name and 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  
(Month/Day/Year)  
12/17/2007

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

Chief Executive Officer

250 GIBRALTAR ROAD

(Street)

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

HORSHAM, PA 19044

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/17/2007		G	15,890 D \$ 0	17,479,867	D	
Common Stock	12/21/2007		G	97,500 D \$ 0	17,382,367	D	
Common Stock					2,706	I	401(k) Plan
Common Stock					250,000	I	By GRAT-Expires March, 2009
Common Stock					2,709,973	I	Entities wholly owned by

Edgar Filing: TOLL BROTHERS INC - Form 4

Common Stock						328,420 <sup>(1)</sup>	I	reporting person Partnership
Common Stock	12/17/2007		G	15,890	A	\$ 0 74,355 <sup>(2)</sup>	I	Trusts

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to buy)	\$ 4.375					12/20/1999	12/20/2009	Common Stock	3,000
Stock Options (Right to buy)	\$ 5.5782					12/30/1998	12/30/2008	Common Stock	190
Stock Options (Right to buy)	\$ 5.7188					12/20/1999	12/20/2008	Common Stock	1,000
Stock Options (Right to buy)	\$ 6					11/02/1999	11/02/2008	Common Stock	200
Stock Options (Right to buy)	\$ 7.375					03/13/1998	03/13/2008	Common Stock	250
Stock	\$ 9.6563					12/20/2001	12/20/2010	Common	1,000

Options (Right to buy)								Stock	
Stock Options (Right to buy)	\$ 10.525				12/20/2003	12/20/2012		Common Stock	500
Stock Options (Right to buy)	\$ 10.88				12/20/2002	12/20/2011		Common Stock	1,000
Stock Options (Right to buy)	\$ 20.135				12/20/2004	12/20/2013		Common Stock	500
Stock Options (Right to buy)	\$ 31.82				12/20/2007	12/20/2016		Common Stock	550
Stock Options (Right to buy)	\$ 32.55				12/20/2005	12/20/2014		Common Stock	500
Stock Options (Right to buy)	\$ 35.97				12/20/2006	12/20/2015		Common Stock	250
Stock Options (Right to buy)	\$ 20.76	12/20/2007		A	550,000	12/20/2008 <sup>(3)</sup>	12/20/2017	Common Stock	550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLL ROBERT I 250 GIBRALTAR ROAD HORSHAM, PA 19044	X	X	Chief Executive Officer	

## Signatures

Kathryn G.  
Flanagan, Attorney-in-Fact

12/21/2007

\*\*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).

(3) Exercisable 25% on 12/20/2008, 12/20/2009, 12/20/2010 and 12/20/2011

(1) By a partnership of which trusts f/b/o the reporting person's children are the sole partners. The reporting person's spouse is co-trustee of such trusts.

(2) By trusts f/b/o the reporting person's children and grandchildren. The reporting person's spouse is a co-trustee of such trusts.

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.