

TOLL ROBERT I  
Form 4  
September 17, 2009

**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 \*  
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)  
250 GIBRALTAR ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2009

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

HORSHAM, PA 19044

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

(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  | (A) or (D)   | Price   |
| Common Stock                    | 09/16/2009                           |  | M                              |   | 452,182   | A  | \$ 4.375  |
| Common Stock                    | 09/16/2009                           |  | S                              |   | 452,182   | D  | \$ 21.8254  |
| Common Stock                    | 09/16/2009                           |  | S                              |   | 500,000   | D  | \$ 22.1991  |
| Common Stock                    | 09/16/2009                           |  | S                              |   | 500,000   | D  | \$ 22.3292  |

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| Common Stock | 09/16/2009 | S | 130,000 | D | \$<br>22.1362<br>(2) (5) | 198,420 (6) | I | Partnership                               |
|--------------|------------|---|---------|---|--------------------------|-------------|---|---|
| Common Stock |            |   |         |   |                          | 2,706       | I | 401(k) Plan                               |
| Common Stock |            |   |         |   |                          | 94,044      | I | By Grat-expires June, 2010                |
| Common Stock |            |   |         |   |                          | 2,459,973   | I | Entities Wholly Owned By Reporting Person |
| Common Stock |            |   |         |   |                          | 90,315 (7)  | 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.**

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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. 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   | 09/16/2009                           |  | M                              | 452,182   | 12/20/1999 12/20/2009                                    | Common Stock  | 452,182 |                         |

## Reporting Owners

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

## Signatures

/s/Kathryn G.

Flanagan,attorney-in-fact

09/17/2009

\_\_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) Weighted average sales price-actual sale prices ranged from \$21.75-\$21.955
- (2) The Reporting person will provide, upon request by SEC staff, the issuer or a security holder, the full information about the number of shares sold at each separate sales price.
- (3) Weighted average sales price-actual sale price ranged from \$22.00-\$22.42
- (4) Weighted average sales price-actual sale prices ranged from \$21.95-\$22.53
- (5) Weighted average sales price-actual sale prices ranged from \$22.07-\$22.17
- (6) 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.
- (7) 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.

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