

TOLL ROBERT I  
Form 4  
December 12, 2007

**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)  
12/10/2007

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

HORSHAM, PA 19044  
(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/10/2007		S	14,911 D	\$ 22.7 17,643,602	D	
Common Stock	12/10/2007		S	4,670 D	\$ 22.71 17,638,932	D	
Common Stock	12/10/2007		S	3,930 D	\$ 22.72 17,635,002	D	
Common Stock	12/10/2007		S	4,000 D	\$ 22.73 17,631,002	D	
Common Stock	12/10/2007		S	19,200 D	\$ 22.74 17,611,802	D	

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Common Stock	12/10/2007	S	17,900	D	\$ 22.75	17,593,902	D	
Common Stock	12/10/2007	S	4,400	D	\$ 22.76	17,589,502	D	
Common Stock	12/10/2007	S	1,900	D	\$ 22.77	17,587,602	D	
Common Stock	12/10/2007	S	5,300	D	\$ 22.78	17,582,302	D	
Common Stock	12/10/2007	S	7,000	D	\$ 22.79	17,575,302	D	
Common Stock	12/10/2007	S	9,500	D	\$ 22.8	17,565,802	D	
Common Stock	12/10/2007	S	7,600	D	\$ 22.81	17,558,202	D	
Common Stock	12/10/2007	S	6,300	D	\$ 22.82	17,551,902	D	
Common Stock	12/10/2007	S	6,400	D	\$ 22.83	17,545,502	D	
Common Stock	12/10/2007	S	14,700	D	\$ 22.84	17,530,802	D	
Common Stock	12/10/2007	S	6,000	D	\$ 22.85	17,524,802	D	
Common Stock	12/10/2007	S	3,900	D	\$ 22.86	17,520,902	D	
Common Stock	12/10/2007	S	11,745	D	\$ 22.87	17,509,157	D	
Common Stock	12/10/2007	S	11,500	D	\$ 22.88	17,497,657	D	
Common Stock	12/10/2007	S	1,600	D	\$ 22.89	17,496,057	D	
Common Stock	12/10/2007	S	300	D	\$ 22.9	17,495,757	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 reporting person

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Common Stock	328,420 <sup>(1)</sup>	I	Partnership
Common Stock	58,465 <sup>(2)</sup>	I	Trusts

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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## 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  
Date: 12/12/2007

## 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) 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.

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(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.

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