

Yearley Douglas C. Jr.  
 Form 3  
 November 13, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Yearley Douglas C. Jr.                  |         | (Month/Day/Year)                     | TOLL BROTHERS INC [TOL]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 250 GIBRALTAR ROAD                        |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Executive Vice President |  |
| HORSHAM,Â PAÂ 19044                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 106,930   | D  | Â   |
| Common Stock                    | 1,547   | I  | 401(k) Plan   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                              | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Options (Right to Buy) | 12/20/2000                | 12/20/2009      | Common Stock | 27,970                     | \$ 4.375  | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2001                | 12/20/2010      | Common Stock | 30,276                     | \$ 9.6563 | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2002                | 12/20/2011      | Common Stock | 56,297                     | \$ 10.88  | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2003                | 12/20/2012      | Common Stock | 29,250                     | \$ 10.525 | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2004                | 12/20/2013      | Common Stock | 31,306                     | \$ 20.135 | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2009 <sup>(1)</sup> | 12/20/2018      | Common Stock | 20,000                     | \$ 21.7   | D                                     | Â |
| Restricted Stock Units       | 12/19/2009 <sup>(2)</sup> | 12/19/2012      | Common Stock | 1,153                      | \$ 0      | D                                     | Â |
| Stock Options (Right to Buy) | 12/20/2008 <sup>(3)</sup> | 12/20/2017      | Common Stock | 18,750                     | \$ 20.76  | D                                     | Â |
| Stock Options (Right to Buy) | 07/18/2008                | 12/20/2014      | Common Stock | 18,692                     | \$ 18.92  | D                                     | Â |
| Stock Options (Right to Buy) | 07/18/2008 <sup>(4)</sup> | 12/20/2015      | Common Stock | 9,651                      | \$ 18.92  | D                                     | Â |
| Stock Options (Right to Buy) | 07/18/2008 <sup>(5)</sup> | 12/20/2016      | Common Stock | 16,340                     | \$ 18.92  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Yearley Douglas C. Jr.<br>250 GIBRALTAR ROAD<br>HORSHAM, PA 19044 | Â             | Â         | Â Executive<br>Vice<br>President | Â     |

## Signatures

/s/Kathryn G. Flanagan, attorney-in-fact

11/13/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Exercisable 25% on each December 20, 2009, 2010, 2011 and 2012.
- (2) Th restricted stock units vest 25% on each of December 19, 2009, 2010, 2011 and 2012. Vested shares will be delivered to the reporting person on or as soon as practicable after the date that is 30 days following December 19, 2012.
- (3) 3750 vested as of 11/9/2009, 5,000 vest on 12/20/2009, 5000 on 12/20/2010 and 5,000 on 12/20/2011
- (4) 7,077 vested as of 11/9/2009 and 2,574 vest on 12/20/2009
- (5) 6,569 vested as of 11/9/2009, 4,357 vest on 12/20/2009, 4,357 vest on 12/20/2010 and 1,057 vest on 12/20/2011

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.