

TOLL BROTHERS INC
Form 4
March 13, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
250 GIBRALTAR ROAD
(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOLL BROTHERS INC [TOL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	03/12/2008		M	V	250,000	A	\$ 7.375	17,632,367	D	
Common Stock	03/12/2008		F		152,635	D	\$ 19.45	17,479,732	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

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				reporting person
Common Stock	328,420 ⁽¹⁾	I		Partnership
Common Stock	74,355 ⁽²⁾	I		Trusts

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)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options (Right to buy)	\$ 4.375						12/20/1999	12/20/2009	Common Stock	3,000,000
Stock Options (Right to buy)	\$ 5.5782						12/30/1998	12/30/2008	Common Stock	190,000
Stock Options (Right to buy)	\$ 5.7188						12/20/1999	12/20/2008	Common Stock	1,000,000
Stock Options (Right to buy)	\$ 6						11/02/1999	11/02/2008	Common Stock	200,000
Stock Options (Right to buy)	\$ 9.6563						12/20/2001	12/20/2010	Common Stock	1,000,000
Stock	\$ 10.525						12/20/2003	12/20/2012	Common	500,000

Options (Right to buy)		Stock		Options (Right to buy)		Stock		Options (Right to buy)		Stock		Options (Right to buy)		Stock		Options (Right to buy)		Stock	
\$ 10.88				12/20/2002	12/20/2011	Common Stock	1,000,000												
\$ 20.135				12/20/2004	12/20/2013	Common Stock	500,000												
\$ 20.76				12/20/2008	12/20/2017	Common Stock	550,000												
\$ 31.82				12/20/2007	12/20/2016	Common Stock	550,000												
\$ 32.55				12/20/2005	12/20/2014	Common Stock	500,000												
\$ 35.97				12/20/2006	12/20/2015	Common Stock	250,000												
\$ 7.375	03/12/2008		M	250,000	03/13/1998	03/13/2008	Common Stock	250,000											

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 03/13/2008

**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) 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.