

TOLL ROBERT I  
Form 4  
December 20, 2017

# 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)

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

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

250 GIBRALTAR ROAD

12/11/2017

Executive Chairman

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HORSHAM, PA 19044

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/11/2017                           |  | G                              | V 27,140 D \$ 0   | 0   | I  | GRAT- Expires December, 2017                          |
| Common Stock                    | 12/20/2017                           |  | M                              | 133,736 (1) A \$ 0  | 7,554,053   | D  |   |
| Common Stock                    | 12/20/2017                           |  | F                              | 58,497 D \$ 47.44   | 7,495,556   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,163   | I  | 401(k) Plan   |
|                                 |                                      |  |                                |   | 158,580   | I  | Trusts  |

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Common  
Stock

Common  
Stock

122,810 I

GRAT,  
Expires  
January,  
2018

Common  
Stock

3,130,788 I

Robert I.  
Toll  
Revocable  
Trust

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Stock Options (Right to Buy)               | \$ 47.84   | 12/18/2017                           |  | A                              | 43,866  | 12/18/2018 <sup>(2)</sup>                                | 12/18/2027                               | Common Stock |
| Performance Based Restricted Stock Units   | \$ 0   | 12/20/2017                           |  | M                              | 133,736 <sup>(1)</sup>  | 12/20/2014 <sup>(3)</sup>                                | 12/20/2017                               | Common Stock |

## Reporting Owners

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

## Signatures

/s/Kathryn G.

Flanagan,attorney-in-fact

12/20/2017

\_\_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) Performance requirement was met on December 16, 2014. Service requirement was met on December 20, 2017.
  - (2) Exercisable 25% on December 18, 2018, 2019, 2020 and 2021.
  - (3) The performance restricted stock units vest 25% on each December 20, 2014,2015,2016 and 2017.

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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