

TOLL BROTHERS INC
Form 4
September 09, 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 *
BLANK ROBERT S

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)
09/08/2008

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

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)
Common Stock	09/08/2008		M ⁽¹⁾	V Amount 12,000 A Price \$ 4.375	23,392	D	
Common Stock	09/08/2008		S	V Amount 10,000 D Price \$ 26.29	13,392	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Stock Options (Right to buy)	\$ 9.6563							12/19/2001	12/19/2010	Common Stock	62,000
Stock Options (Right to buy)	\$ 10.525							12/20/2003	12/20/2012	Common Stock	32,000
Stock Options (Right to buy)	\$ 10.88							12/20/2002	12/20/2011	Common Stock	60,000
Stock Options (Right to buy)	\$ 20.135							12/20/2004	12/20/2013	Common Stock	32,000
Stock Options (Right to buy)	\$ 20.76							12/20/2008	12/20/2017	Common Stock	16,000
Stock Options (Right to buy)	\$ 31.82							12/20/2007	12/20/2016	Common Stock	16,000
Stock Options (Right to buy)	\$ 32.55							12/20/2005	12/20/2014	Common Stock	32,000
Stock Options (Right to buy)	\$ 35.97							12/20/2006	12/20/2015	Common Stock	16,000
Stock Options (Right to buy)	\$ 4.375	09/08/2008		M		12,000		12/20/2000	12/20/2009	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLANK ROBERT S 250 GIBRALTAR ROAD HORSHAM, PA 19044		X		

Signatures

By: Kathryn G. Flanagan;
Attorney-in-Fact

09/09/2008

__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).

The Reporting Person exercised an option to purchase 12,000 shares at an exercise price of \$4.375 per share. The option was granted on (1) December 20, 1999 as compensation for services as a director of the Company and was scheduled to expire on December 20, 2009. The Reporting Person sold 10,000 of the shares received upon exercise and retained beneficial ownership of 2,000 shares.

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.