

TOLL BROTHERS INC
Form 4
September 10, 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 *
BARZILAY ZVI

(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)
09/08/2008

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)
President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 09/08/2008 | | M | 382,516 (1) A \$ 5.7188 | 489,908 | D | |
| Common Stock | 09/08/2008 | | F | 204,330 (1) D \$ 26.47 | 285,578 | D | |
| Common Stock | | | | | 2,706 | I | 401(k) Plan |
| Common Stock | | | | | 7,900 | I | By GRAT-Expires February, 2009 |

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 Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 4.375 | | | | | | 12/20/2000 | 12/20/2009 | Common Stock | 619,94 |
| Stock Options (Right to buy) | \$ 9.6563 | | | | | | 12/20/2001 | 12/20/2010 | Common Stock | 240,00 |
| Stock Options (Right to buy) | \$ 10.525 | | | | | | 12/20/2003 | 12/20/2012 | Common Stock | 250,00 |
| Stock Options (Right to buy) | \$ 10.88 | | | | | | 12/20/2002 | 12/20/2011 | Common Stock | 480,00 |
| Stock Options (Right to buy) | \$ 20.135 | | | | | | 12/20/2004 | 12/20/2013 | Common Stock | 254,00 |
| Stock Options (Right to buy) | \$ 20.76 | | | | | | 12/20/2008 | 12/20/2017 | Common Stock | 120,00 |
| Stock Options (Right to buy) | \$ 31.82 | | | | | | 12/20/2007 | 12/20/2016 | Common Stock | 150,00 |
| Stock Options | \$ 32.55 | | | | | | 12/20/2005 | 12/20/2014 | Common Stock | 240,00 |

(Right to buy)

Stock

Options (Right to buy)

\$ 35.97

12/20/2006 12/20/2015

Common Stock

120,000

Stock

Options (Right to buy)

\$ 5.7188 09/08/2008

M

382,516 12/20/1999 12/20/2008

Common Stock

382,516
(1)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BARZILAY ZVI 250 GIBRALTAR ROAD HORSHAM, PA 19044 | X | | President | |

Signatures

Kathryn G. Flanagan,
Attorney-in-Fact

09/10/2008

**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) The Reporting Person exercised an option to purchase 382,516 shares at an exercise price of \$5.7188 per share. The option was granted on December 20, 1998 as compensation and was scheduled to expire on December 20, 2008. The Company withheld 204,330 shares to cover payment of the exercise price and applicable tax withholding, and the Reporting Person received a net issuance of 178,186 shares, of which he will retain beneficial ownership following the exercise.

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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