

TOLL ROBERT I
Form 4
April 02, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

250 GIBRALTAR ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2012

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

Executive Chairman

(Street)

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

HORSHAM, PA 19044

(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)	
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/29/2012		S		498,000	D \$ 24.6079 (1) (2)	849,973	I	Entities Wholly Owned By Reporting Person
Common Stock	03/29/2012		M		500,000	A \$ 10.525	9,786,772	D	
Common Stock	03/29/2012		S		500,000	D \$ 24.6173 (1) (3)	9,286,772	D	
Common Stock	03/29/2012		S		61,817	D \$ 24.6215	938,183	I	By GRAT-Expires,

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(1) (4)

Oct, 2013

Common Stock	2,706	I	401(k) Plan
Common Stock	155,000	I	Partnership
Common Stock	96,375	I	Trusts
Common Stock	466,361	I	GRAT-Expires April, 2012
Common Stock	319,341	I	GRAT-Expires April, 2013
Common Stock	362,393	I	GRAT-Expires April, 2014

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)

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 of Number of Shares
Stock Options (Right to Buy)	\$ 10.525	03/29/2012		M		500,000		12/20/2003	12/20/2012	Common Stock	500,000

Reporting Owners

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

Signatures

/s/Kathryn G.

Flanagan,attorney-in-fact

04/02/2012

__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 will provide, upon request by SEC staff, the issuer or a security holder, the full information about the number of shares sold at each separate sales price.
- (2) Weighted average sales price-actual sale prices ranged from \$24.50 to \$24.77.
- (3) Weighted average sales price-actual sale prices ranged from \$24.53-\$24.665
- (4) Weighted average sales price-actual sale prices ranged from \$24.60 to \$24.66

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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