

TOLL BROTHERS INC  
Form 4  
December 23, 2013

**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)  
250 GIBRALTAR ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2013

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

HORSHAM, PA 19044

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

(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	12/19/2013		S		235,623	D	\$ 34.2401 (1) (2)
Common Stock	12/19/2013		G	V	29,238	D	\$ 0 709,350
Common Stock	12/20/2013		M		200,000 (3)	A	\$ 0 10,398,708
Common Stock	12/20/2013		F		92,180	D	\$ 34.22 10,306,528

Entities Wholly Owned By Reporting Person

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Common Stock	12/20/2013	S	164,377	D	\$ 34.4053 (1) (4)	10,142,151	D	
Common Stock	12/23/2013	G V	11,550	A	\$ 0	120,225	I	Trusts
Common Stock	12/23/2013	G V	11,550	D	\$ 0	10,130,601	D	
Common Stock						2,527	I	401(k) Plan
Common Stock						150,978	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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(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 Underlying (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to Buy)	\$ 35.16	12/20/2013		A	100,000	12/20/2014 <sup>(5)</sup> 12/20/2023	Common Stock
Performance Based Restricted Stock Units	\$ 0 <sup>(6)</sup>	12/20/2013		M	200,000 <sup>(3)</sup>	12/20/2010 <sup>(6)</sup> 12/20/2015 <sup>(6)</sup>	Common Stock

## 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

12/23/2013

\_\_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 \$34.20 to \$34.44.
- (3) Market Price Performance criteria was met on May 14, 2012. Service criteria met on 12/20/2013. See Footnote 6 below.
- (4) Weighted average sales price-actual sale prices ranged from \$34.20 to \$34.61.
- (5) Vesting 25% on 12/20/2014, 2015, 2016 and 2017. Exercisable as of vesting date.

Each performance based restricted stock unit represents a contingent right to receive one share of TOL common stock and will vest and the reporting person will be entitled to receive the underlying shares if the average closing price of TOL's common stock on the NYSE,

- (6) measured over twenty consecutive trading days ending on or prior to December 20, 2015, increases 30% or more over the closing price on the NYSE of Tol's common stock on the NYSE on December 20, 2010, provided the reporting person continues to be employed by the company or serves as a member of the company's Board of Directors through December 20, 2013.

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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