

TOLL BROTHERS INC
Form 4
December 21, 2007

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 BRUCE E

(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)
12/20/2007

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)

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				(A) or (D)	2,325,500	D	
Common Stock				(A) or (D)	2,706	I	401(k) Plan
Common Stock				(A) or (D)	1,292,932 ⁽¹⁾	I	BRU Holding Co.,LLC
Common Stock				(A) or (D)	200,000 ⁽²⁾	I	Bruce E. Toll Investment Trust
Common Stock				(A) or (D)	2,650,000 ⁽³⁾	I	Bruce E. Toll Revocable

Common Stock	151,261	I	Trust By GRAT-Expires November, 2008
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 9.6563					12/20/2001 12/20/2010	Common Stock	60,000
Stock Options (Right to buy)	\$ 10.525					12/20/2003 12/20/2012	Common Stock	31,000
Stock Options (Right to buy)	\$ 10.88					12/20/2001 12/20/2011	Common Stock	62,000
Stock Options (Right to buy)	\$ 20.135					12/20/2004 12/20/2013	Common Stock	30,000
Stock Options (Right to buy)	\$ 31.82					12/20/2007 12/20/2016	Common Stock	15,000
	\$ 32.55					12/20/2005 12/20/2014		30,000

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	\$ 35.97				12/20/2006	12/20/2015		Common Stock	15,000
Stock Options (Right to buy)	\$ 20.76	12/20/2007		A	15,000	12/20/2008 ⁽⁴⁾	12/20/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLL BRUCE E 250 GIBRALTAR ROAD HORSHAM, PA 19044		X		

Signatures

Kathryn G. Flanagan, Att'y in Fact	12/21/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (3) The sole Beneficiary and trustee of the Trust is the reporting person.
- (2) The sole beneficiary of the Trust is the reporting person
- (4) Exercisable 50% 12/20/2008. 12/20/2009
- (1) Entity is wholly owned by the reporting person.

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.