

TOLL BROTHERS INC
Form 4
March 10, 2017

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)
12/28/2016

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			Entities
Common Stock	12/28/2016		G	V 121,280 D \$ 0	587,963	I	Wholly Owned By Reporting Person
Common Stock	03/08/2017		M	24,474 A \$ 20.76	2,937,172	I	Robert I. Toll Revocable Trust
Common Stock	03/08/2017		S ⁽¹⁾	24,474 D \$ 36	2,912,698	I	Robert I. Toll Revocable

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Common Stock	03/09/2017	M	250,526	A	\$ 20.76	3,163,224	I	Trust Robert I. Toll Revocable Trust
Common Stock	03/09/2017	S ⁽¹⁾	250,526	D	\$ 36	2,912,698	I	Robert I. Toll Revocable Trust
Common Stock						7,420,317	D	
Common Stock						2,163	I	401(k) Plan
Common Stock						158,580	I	Trusts
Common Stock						250,000	I	GRAT, Expires January, 2018
Common Stock						118,040	I	GRAT- Expires December, 2017

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 20.76	03/08/2017		M	24,474	12/20/2008 ⁽²⁾ 12/20/2017	Common Stock 24,4

Stock
Options (Right to Buy) \$ 20.76 03/09/2017 M 250,526 12/20/2008⁽²⁾ 12/20/2017 Common Stock 250,5

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 03/10/2017

**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) All sales on this Form 4 were made pursuant to a 10b5-1 plan adopted 2/13/2017.
- (2) Exercisable 25% on 12/20/2008, 12/20/2009, 12/20/2010 and 12/20/2011

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.