TOLL BROTHERS INC

Form 4

January 19, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHAPIRO PAUL E Issuer Symbol TOLL BROTHERS INC [TOL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title _ Other (specify 250 GIBRALTAR ROAD 12/23/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HORSHAM, PA 19044 Person (City) (Stata)

(City)	(State) (A	Table	I - Non	ı-De	rivative S	ecurit	ties Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code		Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported		
					(A) or		Transaction(s)			
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/23/2016		G	V	315	D	\$0	130,266	D	
Common Stock	01/18/2017		M		2,052	A	\$0	132,318	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	h/Day/Year) Execution Date, if Transaction of Derivative Date		Date	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
	Security				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0	01/18/2017		M	2,052	12/19/2015 <u>(1)</u>	01/18/2017(2)	Common Stock	2,0

Reporting Owners

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

Signatures

/s/Kathryn G.

Flanagan, attorney-in-fact 01/19/2017

**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) Vesting 50% on 12/19/2015 and 2016.
- (2) Distribution of 100% of the shares will be 30 days following the second anniversary of the grant date.

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.

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