

Connor Martin P.  
Form 4  
January 23, 2018

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Connor Martin P.

(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)

01/19/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 01/19/2018                              |                                                             | M                                       |                                                                         | 8,450                                                                                                              | A                                                                    | \$<br>19.32                             |
| Common<br>Stock                       | 01/19/2018                              |                                                             | S <sup>(1)</sup>                        |                                                                         | 8,000                                                                                                              | D                                                                    | \$<br>51.75                             |
| Common<br>Stock                       | 01/19/2018                              |                                                             | S <sup>(1)</sup>                        |                                                                         | 450                                                                                                                | D                                                                    | \$<br>51.95                             |
| Common<br>Stock                       | 01/22/2018                              |                                                             | M                                       |                                                                         | 3,550                                                                                                              | A                                                                    | \$<br>19.32                             |
| Common<br>Stock                       | 01/22/2018                              |                                                             | S <sup>(1)</sup>                        |                                                                         | 3,550                                                                                                              | D                                                                    | \$<br>51.98                             |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date Exercisable Expiration<br>Date Date                       | Title Amount<br>or<br>Number<br>of<br>Shares                        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 19.32                                                           | 01/19/2018                              |                                                             | M                                    | 8,450                                                                                                           | 12/20/2011 <sup>(2)</sup> 12/20/2020                           | Common<br>Stock 8,450                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 19.32                                                           | 01/22/2018                              |                                                             | M                                    | 3,550                                                                                                           | 12/20/2011 <sup>(2)</sup> 12/20/2020                           | Common<br>Stock 3,550                                               |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| Connor Martin P.<br>250 GIBRALTAR ROAD<br>HORSHAM, PA 19044 | Chief Financial Officer          |

## Signatures

/s/Kathryn G.  
Flanagan,attorney-in-fact 01/23/2018  
 \*\*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 trading plan adopted on 12/19/2017.

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(2) Exercisable 25% on 12/20/2011, 2012, 2013 and 2014.

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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