

TOLL BROTHERS INC
Form 4
December 21, 2004

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARBACH CARL B

(Last) (First) (Middle)

3103 PHILMONT AVENUE

(Street)

**HUNTINGDON
VALLEY, PA 19006**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TOLL BROTHERS INC [TOL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2004

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 Ownership (Instr. 4)
Common Stock					11,571	D	
Common Stock					2,350	I	Individual Retirement Account for self
Common Stock					2,350	I	Individual Retirement Account for spouse

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 8.75					12/20/2000 12/20/2009	Common Stock 34,000
Stock Options (Right to buy)	\$ 9.75					12/20/1997 12/20/2006	Common Stock 30,000
Stock Options (Right to buy)	\$ 10.125					12/20/1996 12/20/2005	Common Stock 30,000
Stock Options (Right to buy)	\$ 11.4375					12/20/1999 12/20/2008	Common Stock 33,000
Stock Options (Right to buy)	\$ 12.7813					12/20/1998 12/20/2007	Common Stock 30,000
Stock Options (Right to buy)	\$ 19.3125					12/20/2000 12/20/2010	Common Stock 33,000
Stock Options (Right to buy)	\$ 21.05					12/20/2003 12/20/2012	Common Stock 17,000

Stock Options (Right to buy)	\$ 21.76				12/20/2002	12/20/2011	Common Stock	34,000
Stock Options (Right to buy)	\$ 40.27				12/20/2004	12/20/2013	Common Stock	16,500
Stock Options (Right to buy)	\$ 65.1	12/20/2004	A	16,500	12/20/2005 ⁽¹⁾	12/20/2014	Common Stock	16,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARBACH CARL B 3103 PHILMONT AVENUE HUNTINGDON VALLEY, PA 19006		X		

Signatures

By: Kathryn G. Flanagan,
Attorney-in-fact

12/21/2004

__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) Exercisable 50% on 12/20/2005 and 50% on 12/20/2006

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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