#### **BLANK ROBERT S**

Form 4

December 18, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

obligations

Check this box

**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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BLANK ROBERT S** 

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

TOLL BROTHERS INC [TOL]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

12/17/2012

X\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

(Street)

HORSHAM, PA 19044

250 GIBRALTAR ROAD

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction of Derivative Date Code Securities

Acquired

(Instr. 8)

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

1

### Edgar Filing: BLANK ROBERT S - Form 4

|                                       | Derivative<br>Security |            |      | (A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) |     |                  |                 |                 |                                |
|---------------------------------------|------------------------|------------|------|---|-----|------------------|-----------------|-----------------|--------------------------------|
|                                       |                        |            | Code | V (A)   | (D) | Date Exercisable | Expiration Date | Title           | Amo<br>or<br>Num<br>of<br>Shar |
| Stock<br>Options<br>(Right to<br>Buy) | \$ 32.22               | 12/17/2012 | A    | 3,520   |     | 12/17/2013(1)    | 12/17/2022      | Common<br>Stock | 3,5                            |
| Restricted<br>Stock<br>Units          | \$ 0                   | 12/17/2012 | A    | 1,966   |     | 12/17/2013(2)    | 01/16/2015(3)   | Common<br>Stock | 1,9                            |

## **Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| 1 8   | Director      | 10% Owner | Officer | Other |  |  |
| BLANK ROBERT S<br>250 GIBRALTAR ROAD<br>HORSHAM, PA 19044 | X             |           |         |       |  |  |

# **Signatures**

/s/Kathryn G.

Flanagan,attorney-in-fact 12/18/2012

\*\*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 12/17/2013 and 50% on 12/17/2014. Exercisable as of vesting date.
- (2) Vesting 50% on 12/17/2013 and 50% on 12/17/2014.
- (3) Distribution of 100% of the shares will be 30 days following the second anniversary of the date of grant.

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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