

**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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person \*  
SICREE JOSEPH R

## 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)

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

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

Chief Accounting Officer

250 GIBRALTAR ROAD

(Street)

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

HORSHAM, PA 19044

(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			
Common Stock	12/17/2012		G	V	1,757	D	\$ 0	15,542	D	
Common Stock	12/17/2012		G	V	400	D	\$ 0	7,000	I	Spouse
Common Stock								2,563	I	401(k) Plan
Common Stock								1,500	I	children

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.22	12/17/2012		A	4,500	12/17/2013 <sup>(1)</sup> 12/17/2022	Common Stock	4,500
Restricted Stock Units	\$ 0	12/17/2012		A	1,145	01/05/2014 <sup>(2)</sup> 01/05/2017	Common Stock	1,145

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SICREE JOSEPH R 250 GIBRALTAR ROAD HORSHAM, PA 19044	Chief Accounting Officer

## Signatures

/s/Kathryn G.  
Flanagan, attorney-in-fact 12/19/2012

\*\*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 25% on 12/17/2013, 2014, 2015 and 2016. Exercisable as of vesting date.

(2) Vesting 25% on January 5, 2014, 2015, 2016 and 2017. 100% of shares are distributable on 1/5/2017

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: SICREE JOSEPH R - Form 4

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