

BARZILAY ZVI
Form 4
January 18, 2005

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 *
BARZILAY ZVI

(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)
01/14/2005

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)

President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 01/14/2005 | | M | 50,000 | A \$ 10.125 89,630 | D | |
| Common Stock | 01/14/2005 | | S | 50,000 | D \$ 74.0544 39,630 | D | |
| Common Stock | | | | | 1,201 | I | 401(k) Plan |

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 | 309,972 |
| Stock Options (Right to buy) | \$ 9.75 | | | | | 12/20/1997 | 12/20/2006 | Common Stock | 189,800 |
| Stock Options (Right to buy) | \$ 10.125 | 01/14/2005 | | M | 50,000 | 12/20/1996 | 12/20/2005 | Common Stock | 50,000 |
| Stock Options (Right to buy) | \$ 11.4375 | | | | | 12/20/1999 | 12/20/2008 | Common Stock | 191,258 |
| Stock Options (Right to buy) | \$ 12.7813 | | | | | 12/20/1998 | 12/20/2007 | Common Stock | 192,016 |
| Stock Options (Right to buy) | \$ 19.3125 | | | | | 12/20/2001 | 12/20/2010 | Common Stock | 120,000 |
| Stock Options (Right to buy) | \$ 21.05 | | | | | 12/20/2004 | 12/20/2012 | Common Stock | 125,000 |
| Stock Options (Right to buy) | \$ 21.76 | | | | | 12/20/2002 | 12/20/2011 | Common Stock | 240,000 |

| | | | | | |
|---------------------------------------|----------|------------|------------|-----------------|---------|
| Stock Options (Right to buy) | \$ 40.27 | 12/20/2007 | 12/20/2013 | Common Stock | 127,000 |
| Stock Options (Right to buy) | \$ 65.1 | 12/20/2008 | 12/20/2014 | Common Stock | 120,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BARZILAY ZVI 250 GIBRALTAR ROAD HORSHAM, PA 19044 | X | | President | |

Signatures

Kathryn G.
Flanagan, Attorney-in-Fact 01/18/2005

____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) Average sales price-Actual sale prices ranged from \$74.00 to \$74.35

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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