

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 *
BARZILAY ZVI

(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)
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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					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.

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to buy)	\$ 8.75							12/20/2000	12/20/2009	Common Stock	309,9
Stock Options (Right to buy)	\$ 9.75							12/20/1997	12/20/2006	Common Stock	189,8
Stock Options (Right to buy)	\$ 10.125							12/20/1996	12/20/2005	Common Stock	70,6
Stock Options (Right to buy)	\$ 11.4375							12/20/1999	12/20/2008	Common Stock	191,2
Stock Options (Right to buy)	\$ 12.7813							12/20/1998	12/20/2007	Common Stock	192,0
Stock Options (Right to buy)	\$ 19.3125							12/20/2001	12/20/2010	Common Stock	120,0
Stock Options (Right to buy)	\$ 21.05							12/20/2004	12/20/2012	Common Stock	125,0
Stock Options (Right to buy)	\$ 21.76							12/20/2002	12/20/2011	Common Stock	240,0
Stock Options (Right to	\$ 40.27							12/20/2007	12/20/2013	Common Stock	127,0

buy)

Stock

Options
(Right to
buy)

\$ 65.1

12/20/2004

A

118,464

12/20/2005⁽¹⁾

12/20/2014

Common
Stock

118,4

Stock

Options
(Right to
buy)

\$ 65.1

12/20/2004

A

1,536

12/20/2008

12/20/2014

Common
Stock

1,536

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARZILAY ZVI 3103 PHILMONT AVENUE HUNTINGDON VALLEY, PA 19006	X		President	

Signatures

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 30,000 on 12/20/2005, 12/20/2006, 12/20/2007 and 28,464 on 12/20/2008

(2) Exercisable on 12/20/2008

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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