Hartman Richard T. Form 4 December 12, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

if no longer

subject to

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hartman Richard T.

2. Issuer Name and Ticker or Trading Symbol

TOLL BROTHERS INC [TOL]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

250 GIBRALTAR ROAD

(Month/Day/Year)

12/10/2012

Director 10% Owner Other (specify X_ Officer (give title

below) below) Chief Operating Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

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

Owned

HORSHAM, PA 19044

(City)

1. Title of

Security

(Instr. 3)

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Street)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

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

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following 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.

(A)

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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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amou 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securi Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration

Date

Title

Amo

5,4

or Nun of Shar

Performance

Based Restricted

\$0 12/10/2012(1) A 5,492

12/20/2012(2) 12/20/2015

Common Stock

Stock Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hartman Richard T. 250 GIBRALTAR ROAD

Chief Operating Officer HORSHAM, PA 19044

Signatures

/s/Kathryn G.

Flanagan, attorney-in-fact

12/12/2012

**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).
- The right to receive these performance restricted stock units was awarded on 12/20/2011 subject to attaining certain performance goals. The performance goals were met on 12/10/2012.
- (2) The restricted stock units vest 25% on each of December 20, 2012, 2013, 2014 and 2015.

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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