TOLL BROTHERS INC

Form 4

February 10, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BARZILAY ZVI**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TOLL BROTHERS INC [TOL]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director

(First)

(Street)

(Month/Day/Year)

10% Owner X_ Officer (give title Other (specify

250 GIBRALTAR ROAD

02/09/2005

below) President

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

below)

HORSHAM, PA 19044

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/09/2005		M	20,600	A	\$ 10.125	60,230	D	
Common Stock	02/09/2005		S	16,500	D	\$ 85.3	43,730	D	
Common Stock	02/09/2005		S	1,200	D	\$ 86.31	42,530	D	
Common Stock	02/09/2005		S	2,500	D	\$ 85.32	40,030	D	
Common Stock	02/09/2005		S	400	D	\$ 85.37	39,630	D	

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Common 401(k) 1,201 I Stock Plan

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

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(9-02)

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

(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. Transactic Code (Instr. 8)	orDerivative 1		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	02/09/2005		M		20,600	12/20/1996	12/20/2005	Common Stock	20,600
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
	\$ 21.05						12/20/2004	12/20/2012		125,000

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Stock Options (Right to buy)				Common Stock	
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	X		President				
HORSHAM, PA 19044							

Signatures

Kathryn G.

Flanagan, Attorney-in-Fact 02/10/2005

**Signature of Reporting Person Date

Explanation of Responses:

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.

Reporting Owners 3

^{*} 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).