TOLL BROTHERS INC
Form SC 13G
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 10) *

Name of Issuer: Toll Brothers, Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 889478103

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 889478 103

1. NAME OF REPORTING PERSON
   S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

   Robert I. Toll

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

   (a) [ ]

   (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	7,828,033
	6. SHARED VOTING POWER	
	7. SOLE DISPOSITIVE POWER	7,828,033
	8. SHARED DISPOSITIVE POWER	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.

7,828,033

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.

21.2%

12. TYPE OF REPORTING PERSON*

IN

Item 1 (a). Name of Issuer:

Toll Brothers, Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

3103 Philmont Avenue
Huntingdon Valley, PA
19006

Item 2 (a). Name of Person Filing:

Robert I. Toll

Item 2 (b). Address of Principal Business Office or, if none, Residence:

Toll Brothers, Inc.
3103 Philmont Avenue
Huntingdon Valley, PA
19006

Item 2 (c). Citizenship: United States

Item 2 (d). Title of Class of Securities: Common Stock

Item 2 (e). CUSIP Number: 889478103

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2 (b),check whether the person filing is a:

Not Applicable

(a) [ ] Broker or Dealer registered under section 15 of the Act

(b) [ ] Bank as defined in section 3 (a) (6) of the Act

(c) [ ] Insurance Company as defined in section 3 (a) (19) of the Act

(d) [ ] Investment Company registered under section 8 of the Investment Company Act

(e) [ ] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

(f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income of 1974 or Endowment Fund; see 240.13d-1 (b) (1) (ii) (F)

(g) [ ] Parent Holding Company, in accordance with 240.13d-1 (b) (ii) (G) (Note: See Item 7)

(h) [ ] Group in accordance with 240.13d-1(b) (1) (ii) (H)

Item 4. Ownership:

(a) Amount Beneficially Owned as of December 31, 2001:

7,828,033*

(b) Percent of Class:

21.2%

(c) Number of Shares as to which such person has:

(i) sole power to vote or to direct the vote:

7,828,033*

(ii) shared power to vote or to direct to the vote:

(iii) sole power to dispose or to direct the disposition of:

7,828,033*

(iv) shared power to dispose or to direct the disposition of:

* Includes 1,763,750 shares issuable pursuant to outstanding options granted, which are currently exercisable or which first become

exercisable within 60 days, and 216,073 shares which represent 90% of the shares Mr. Toll has elected to defer receipt of for two years pursuant to the terms of a stock award deferral plan.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Not Applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12 , 2002
Date

/s/ Robert I. Toll
Signature

Robert I. Toll
Name