

TOLL BROTHERS INC  
Form 4  
July 21, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SICREE JOSEPH R**

(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)

**07/20/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 07/20/2005                              |                                                             | M                                    | V Amount (A) or (D) Price<br>7,400 A \$<br>9.6563                       | 19,586                                                                                                             | D                                                                    |                                                                                |
| Common<br>Stock                       | 07/20/2005                              |                                                             | S                                    | 2,500 D \$ 57.94                                                        | 17,086                                                                                                             | D                                                                    |                                                                                |
| Common<br>Stock                       | 07/20/2005                              |                                                             | S                                    | 2,500 D \$ 57.99                                                        | 14,586                                                                                                             | D                                                                    |                                                                                |
| Common<br>Stock                       | 07/20/2005                              |                                                             | S                                    | 2,400 D \$ 57.55                                                        | 12,186 <sup>(3)</sup>                                                                                              | D                                                                    |                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,364 <sup>(3)</sup>                                                                                               | I                                                                    | 401(k)<br>Plan                                                                 |

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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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Stock Option(Right to buy)                 | \$ 9.6563                                              | 07/20/2005                           |                                                    | M                              | 7,400<br>(1)                                                                            | 12/20/2001 12/20/2010                                    | Common Stock 7,400                                            |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                                                |
|------------------------------------------------------------|--------------------------------------------------------------|
| SICREE JOSEPH R<br>250 GIBRALTAR ROAD<br>HORSHAM, PA 19044 | Director 10% Owner Officer Other<br>Chief Accounting Officer |

## Signatures

Kathryn G. Flanagan,  
Attorney-in-Fact 07/21/2005

\_\_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) These options were previously reported as covering 3,700 shares at an exercise price of \$19.3125 but have been adjusted to reflect a two-for-one stock split on July 8,2005.
- (2) These options were previously reported as covering 41,000 shares but have been adjusted to reflect the two-for-one stock split on July 8, 2005.
- (3) On July 8, 2005, the common stock of Toll Brothers, Inc. split two-for-one, resulting in the reporting person's acquisition of 6,093 additional direct shares and 1,182 indirect in the 401(k) plan.

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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