

Hartman Richard T.
Form 3
January 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hartman Richard T. | | (Month/Day/Year) | TOLL BROTHERS INC [TOL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2012 | | |
| 250 GIBRALTAR ROAD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| HORSHAM,Â PAÂ 19044 | | | <input checked="" type="checkbox"/> Officer (give title below) Chief Operating Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,706 | I | 401(k) Plan |
| Common Stock | 27,460 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Restricted Stock Units | 12/21/2010 ⁽¹⁾ | 12/21/2013 | Common Stock | 3,333 | \$ 0 | D | Â |
| Restricted Stock Units | 12/19/2012 ⁽²⁾ | 12/19/2012 | Common Stock | 1,360 | \$ 0 | D | Â |
| Restricted Stock Units | 12/20/2011 ⁽³⁾ | 12/20/2014 | Common Stock | 3,333 | \$ 0 | D | Â |
| Stock Options (Right to Buy) | 12/20/2003 | 12/20/2012 | Common Stock | 25,500 | \$ 10.525 | D | Â |
| Stock Options (Right to Buy) | 12/20/2004 | 12/20/2013 | Common Stock | 36,000 | \$ 20.135 | D | Â |
| Stock Options (Right to Buy) | 12/20/2011 ⁽⁴⁾ | 12/20/2020 | Common Stock | 10,000 | \$ 19.32 | D | Â |
| Stock Options (Right to Buy) | 07/18/2008 | 12/20/2014 | Common Stock | 23,313 | \$ 18.92 | D | Â |
| Stock Options (Right to Buy) | 12/20/2009 ⁽⁵⁾ | 12/20/2018 | Common Stock | 20,000 | \$ 21.7 | D | Â |
| Stock Options (Right to Buy) | 12/20/2008 | 12/20/2017 | Common Stock | 20,000 | \$ 20.76 | D | Â |
| Stock Options (Right to Buy) | 12/20/2010 ⁽⁶⁾ | 12/20/2019 | Common Stock | 10,000 | \$ 18.38 | D | Â |
| Stock Options (Right to Buy) | 12/20/2012 ⁽⁷⁾ | 12/20/2021 | Common Stock | 30,000 | \$ 20.5 | D | Â |
| Stock Options (Right to Buy) | 07/18/2008 | 12/20/2015 | Common Stock | 11,176 | \$ 18.92 | D | Â |
| Stock Options (Right to Buy) | 07/18/2008 | 12/20/2016 | Common Stock | 18,310 | \$ 18.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hartman Richard T. 250 GIBRALTAR ROAD HORSHAM, PA 19044 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/Kathryn G.
Flanagan, attorney-in-fact

01/05/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1,666 vested as of 1/1/2012, 833 vest on 12/21/2012 and 834 on 12/21/2013. All 3,333 RSU's are distributable 30 days after 12/21/2013.
- (2) The RSU's are vested and will be distributed to the reporting person 30 days after the 4th anniversary of the grant date of 12/20/2008.
- (3) 833 vested as of 1/1/2012. 833 vest on 12/20/2012 and 12/20/2013. 834 vest on 12/20/2014. All 3,333 shares are distributable 30 days after 12/20/2014.
- (4) 2,500 exercisable as of 1/1/2012. 2,500 exercisable on 12/20/2012, 2013 and 2014.
- (5) 15,000 exercisable as of 1/1/2012, 5,000 exercisable on 12/20/2012
- (6) 5,000 exercisable as of 1/1/2012, 2,500 exercisable on 12/20/2012 and 12/20/2013
- (7) Exercisable 7,500 on 12/20/2012, 12/20/2013, 12/20/2014 and 12/20/2015.

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.