

SICREE JOSEPH R

Form 4

December 31, 2008

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)
07/18/2008

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Stock Options (Right to Buy)	\$ <u>32.55</u> (1)	07/18/2008	D			17,000	12/20/2005(2)	12/20/2014	Common Stock	1
Stock Options (Right to Buy)	\$ <u>18.92</u> (1)	07/18/2008	A		5,986		07/18/2008(5)	12/20/2016	Common Stock	5
Stock Options (Right to Buy)	\$ <u>18.92</u> (1)	07/18/2008	A		5,000		07/18/2008(5)	12/20/2015	Common Stock	5
Stock Options (Right to Buy)	\$ <u>18.92</u> (1)	07/18/2008	A		10,429		07/18/2008(5)	12/20/2014	Common Stock	1
Stock Options (Right to Buy)	\$ <u>35.97</u> (1)	07/18/2008	D			8,500	12/20/2006(3)	12/20/2015	Common Stock	8
Stock Options (Right to Buy)	\$ <u>31.82</u> (1)	07/18/2008	D			8,500	12/20/2007(4)	12/20/2016	Common Stock	8

Reporting Owners

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

Signatures

/s/Kathryn G.

Flanagan, attorney-in-fact

12/31/2008

****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).

On July 18, 2008, the issuer cancelled, pursuant to the issuer's stockholder-approved option exchange program, the following options for: 17,000 shares at an exercise price of \$32.55 per share, 8,500 shares at an exercise price of \$35.97 per share and 8,500 shares at an

(1) exercise price of \$31.82 per share, granted to the reporting person on December 20, 2004, 2005 and 2006, respectively. In exchange, the reporting person received replacement options on July 18, 2008 to acquire an aggregate of 21,415 shares at an exercise price of \$18.92 per share.

(2) The option became exercisable in four equal installments beginning December 20, 2005.

(3) Exercisable 25% on 12/20/2006, 12/20/2007, 12/20/2008 and 12/20/2009.

(4) Exercisable 25% on 12/20/2007, 12/20/2008, 12/20/2009 and 12/20/2010

The replacement option was exercisable with respect to 11,817 shares on July 18, 2008, became exercisable with respect to 5,355 shares

(5) on December 20, 2008, and will become exercisable with respect to the remaining 2,746 shares and 1,497 shares on December 20, 2009 and 2010, respectively.

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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