

MARBACH CARL B  
Form 4  
January 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARBACH CARL B

(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)  
01/05/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	(A) or (D)	Price
Common Stock	01/05/2005		G		200	D	\$ 0
Common Stock	01/10/2005		M		15,000	A	\$ 10.125
Common Stock	01/10/2005		F		2,170	D	\$ 69.97
Common Stock							2,350
Common Stock							2,350
						I	Individual Retirement Account for self
						I	Individual

Edgar Filing: MARBACH CARL B - Form 4

Stock

Retirement  
Account for  
spouse

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)
				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      34,000
Stock Options (Right to buy)	\$ 9.75					12/20/1997      12/20/2006	Common Stock      30,000
Stock Options (Right to buy)	\$ 10.125	01/10/2005		M	15,000	12/20/1996      12/20/2005	Common Stock      15,000
Stock Options (Right to buy)	\$ 11.4375					12/20/1999      12/20/2008	Common Stock      33,000
Stock Options (Right to buy)	\$ 12.7813					12/20/1998      12/20/2007	Common Stock      30,000
Stock Options (Right to buy)	\$ 19.3125					12/20/2000      12/20/2010	Common Stock      33,000

Stock Options (Right to buy)	\$ 21.05	12/20/2003	12/20/2012	Common Stock	17,000
Stock Options (Right to buy)	\$ 21.76	12/20/2002	12/20/2011	Common Stock	34,000
Stock Options (Right to buy)	\$ 40.27	12/20/2004	12/20/2013	Common Stock	16,500
Stock Options (Right to buy)	\$ 65.1	12/20/2005	12/20/2014	Common Stock	16,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARBACH CARL B 250 GIBRALTAR ROAD HORSHAM, PA 19044	X			

## Signatures

By: Kathryn G. Flanagan,  
Attorney-in-fact

01/12/2005

\_\_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).

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.