

Yearley Douglas C. Jr.
 Form 4
 December 06, 2018

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

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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 *
 Yearley Douglas C. Jr.

2. Issuer Name and Ticker or Trading Symbol
 TOLL BROTHERS INC [TOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 250 GIBRALTAR ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2018

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

HORSHAM, PA 19044
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	12/03/2018		A		20,751 (1) \$ 0	D	
Common Stock					1,547	I	401(k) Plan

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
Performance Based Restricted Stock Units	\$ 0	12/03/2018		A	71,813 (2)	12/18/2021(3) 12/18/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yearley Douglas C. Jr. 250 GIBRALTAR ROAD HORSHAM, PA 19044	X		Chief Executive Officer	

Signatures

/s/Kathryn G.
Flanagan, attorney-in-fact
12/06/2018

**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) Reflects the number of shares earned in respect of TSR-based performance restricted stock units originally granted on December 18, 2015. On December 3, 2018, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the applicable performance metric, which measured total shareholder return (TSR) of the Issuer over the three year period from November, 1 2015 to October 31, 2018 relative to the TSR of each of a peer group of companies. Settlement of the shares will occur on December 19, 2018.

(2) Reflects the number of shares earned in respect of operational performance restricted stock units originally granted on December 18, 2017. On December 3, 2018, the Compensation Committee of the Board of Directors certified the achievement levels of the operational performance metrics applicable to the award and the number of shares earned based on such results. One quarter of shares earned vest on each anniversary of the grant date, with settlement of 100% of the award on the fourth anniversary.

(3) These performance-based restricted stock units vest 25% on each of December 18, 2018, 2019, 2020 and 2021. Settlement of 100% of earned shares is scheduled to occur on 12/18/2021.

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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