

McDonald John K.
Form 3
March 20, 2019

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 McDonald John K.		(Month/Day/Year)	TOLL BROTHERS INC [TOL]	
(Last)	(First)	(Middle)	03/12/2019	
250 GIBRALTAR ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HORSHAM,Â PAÂ 19044			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, General Counsel	

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	325	I	401k Plan
Common Stock	2,125	D ⁽¹⁾	Â
Common Stock	113	I	UTMA

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Options (Right to Buy)	12/18/2016 ⁽²⁾	12/18/2025	Common Stock	10,000	\$ 32.85	D	Â
Stock Options (Right to Buy)	12/19/2015	12/19/2024	Common Stock	7,500	\$ 32.49	D	Â
Stock Options (Right to Buy)	12/20/2014	12/20/2023	Common Stock	7,000	\$ 35.16	D	Â
Stock Options (Right to Buy)	12/20/2017 ⁽³⁾	12/20/2026	Common Stock	10,649	\$ 31.61	D	Â
Stock Options (Right to Buy)	12/20/2019 ⁽⁴⁾	12/20/2028	Common Stock	16,250	\$ 32.42	D	Â
Restricted Stock Units	01/05/2017 ⁽⁵⁾	01/05/2020	Common Stock	2,284	\$ 0	D	Â
Restricted Stock Units	12/01/2018 ⁽⁶⁾	12/01/2021	Common Stock	5,226	\$ 0	D	Â
Restricted Stock Units	12/01/2017 ⁽⁷⁾	12/01/2020	Common Stock	3,427	\$ 0	D	Â
Restricted Stock Units	12/20/2019 ⁽⁸⁾	12/01/2022	Common Stock	5,013	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald John K. 250 GIBRALTAR ROAD HORSHAM, PA 19044	Â	Â	Â SVP, General Counsel	Â

Signatures

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

03/20/2019

**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) Includes 161 shares held in the Issuer's ESPP.
 - (2) 7,500 exercisable as of 3/12/2019 and 2,500 exercisable on 12/18/2019.
 - (3) 5,324 exercisable as of 3/12/2019, 2,662 exercisable on 12/20/2019 and 2,663 exercisable on 12/20/2020.

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- (4) 25% exercisable on 12/20/2019, 2020, 2021 and 2022.
- (5) 1,713 vested as of 3/12/2019 and 571 vest on 1/5/2020.
- (6) 1,306 vested as of 3/12/2019, 1,307 vest on 12/1/2019, 1,306 vest on 12/1/2020 and 1,307 vest on 12/1/2021.
- (7) 1,713 vested as of 3/12/2019 and 857 vest on 12/1/2019 and 12/1/2020.
- (8) 25% vest on each December 1, 2019, 2020, 2021 and 2022.

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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