TOLL BROTHERS INC Form SC 13G/A February 03, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 11) *

Name of Issuer: Toll Brothers, Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 889478103

December 31, 2002 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1 (b) [] Rule 13d-1 (c)
- [X] Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 889478 103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bruce E. Toll

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [] 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF 5. SOLE VOTING POWER 9,264,268 SHARES BENEFICIALLY 6. SHARED VOTING POWER OWNED BY 7. SOLE DISPOSITIVE POWER 9,264,268 EACH REPORTING PERSON WITH 8. SHARED DISPOSITIVE POWER 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON. 9,264,268 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9. 13.02% 12. TYPE OF REPORTING PERSON* ΙN Item 1 (a). Name of Issuer: Toll Brothers, Inc. Item 1 (b). Address of Issuer's Principal Executive Offices: 3103 Philmont Avenue Huntingdon Valley, PA 19006 Item 2 (a). Name of Person Filing: Bruce E. Toll Item 2 (b). Address of Principal Business Office or, if none, Residence: Toll Brothers, Inc. 3103 Philmont Avenue Huntingdon Valley, PA 19006

United States

Item 2 (c). Citizenship:

Item 2 (d). Title of Class of Securities: Common Stock

Item 2	(e).	CUSIP Number:	889478103
Item		If this statement is filed pursuant check whether the person filing is a	
			Not Applicable
(a)	[]	Broker or Dealer registered under s	section 15 of the Act
(b)	[]	Bank as defined in section 3 (a) (6	5) of the Act
(c)	[]	Insurance Company as defined in sec	ction 3 (a) (19) of the Act
(d)	[]	Investment Company registered under Company Act	s section 8 of the Investment
(e)	[]	Investment Adviser registered under Advisers Act of 1940	section 203 of the Investment
(f)	[]	Employee Benefit Plan, Pension Fund provisions of the Employee Retireme Fund; see 240.13d-1 (b) (1) (ii) (F	ent Income of 1974 or Endowment
(g)	[]	Parent Holding Company, in accordar (Note: See Item 7)	nce with 240.13d-1 (b) (ii) (G)
(h)	[]	Group in accordance with 240.13d-1	(b) (1) (ii) (H)
Item 4.	Owne	ership:	
(a) Amo	unt Be	eneficially Owned as of December 31,	2002:
			9,264,268*
(b) Per	cent (of Class:	13.02%
(c) Numi	ber o	f Shares as to which such person has	3:
(i) sol	e powe	er to vote or to direct the vote:	
			9,264,268*
(ii) sh	ared p	power to vote or to direct to the vo	pte:
(iii) s	ole po	ower to dispose or to direct the dis	sposition of:
			9,264,268*

(iv) shared power to dispose or to direct the disposition of:

* Includes 1,679,000 shares issuable pursuant to outstanding options granted, which are currently exercisable or which first become exercisable within 60 days.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Not Applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 28, 2003
----Date

/s/Bruce E. Toll

Signature

Bruce E. Toll

Name