

CSS INDUSTRIES INC

Form 4

May 29, 2013

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Munyan Christopher J

(Last) (First) (Middle)

C/O CSS INDUSTRIES, INC., 1845  
WALNUT STREET, SUITE 800

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
CSS INDUSTRIES INC [CSS]

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

05/25/2013

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)

President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock (\$.10<br>par value)  | 05/25/2013                              |                                                             | M <sup>(1)</sup>                     | 9,000 A \$ 0                                                        | 39,188                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock (\$.10<br>par value)  | 05/25/2013                              |                                                             | F <sup>(2)</sup>                     | 3,059 D \$<br>29.41                                                 | 36,129                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock (\$.10<br>par value)  | 05/27/2013                              |                                                             | M <sup>(1)</sup>                     | 6,525 A \$ 0                                                        | 42,654                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock (\$.10<br>par value)  | 05/27/2013                              |                                                             | F <sup>(2)</sup>                     | 2,218 D \$<br>29.41                                                 | 40,436                                                                                                             | D                                                                    |                                                                   |

par value)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Restricted<br>Stock<br>Units                        | \$ 0                                                               | 05/25/2013                              |                                                             | M <sup>(1)</sup>                     | 9,000                                                                                                           | 05/25/2013 <sup>(3)</sup> 05/25/2013 <sup>(3)</sup>            | Common<br>Stock                                                | 9,000                               |
| Restricted<br>Stock<br>Units                        | \$ 0                                                               | 05/27/2013                              |                                                             | M <sup>(1)</sup>                     | 6,525                                                                                                           | 05/27/2013 <sup>(3)</sup> 05/27/2013 <sup>(3)</sup>            | Common<br>Stock                                                | 6,525                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |                 |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                             | Director      | 10% Owner | Officer         | Other |
| Munyan Christopher J<br>C/O CSS INDUSTRIES, INC.<br>1845 WALNUT STREET, SUITE 800<br>PHILADELPHIA, PA 19103 | X             |           | President & CEO |       |

## Signatures

Michael A. Santivaschi, Attorney  
in Fact 05/29/2013

\_\_\_\_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).

This transaction reflects the vesting of restricted stock units ("RSUs") subject to service-based vesting conditions. Upon vesting, each

(1) RSU was automatically redeemed for one share of Issuer common stock. In prior Form 4 filings, the same RSUs were reported on Table I. Going forward, RSUs will be reported on Table II.

(2) Reflects shares withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.

(3) Reflects vesting date for RSUs.

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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