

CSS INDUSTRIES INC
Form 4
May 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
PACCAPANICCIA VINCENT A

(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)

05/22/2015

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)
VP & Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock (\$.10 par value) | 05/25/2015 | | M ⁽¹⁾ | 5,000 A | \$ 0 | 8,300 | D |
| Common Stock (\$.10 par value) | 05/25/2015 | | F ⁽²⁾ | 1,700 D | \$ 27.64 | 6,600 | D |
| Common Stock (\$.10 par value) | 05/27/2015 | | M ⁽¹⁾ | 8,500 A | \$ 0 | 15,100 | D |
| Common Stock (\$.10 par value) | 05/27/2015 | | F ⁽²⁾ | 2,889 D | \$ 27.65 | 12,211 | 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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Call (Stock) Option | \$ 27.77 | 05/22/2015 | | A | 20,000 | 05/22/2016 ⁽³⁾ 05/22/2022 | Common Stock |
| Restricted Stock Units | \$ 0 | 05/25/2015 | | M ⁽¹⁾ | 5,000 | 05/25/2015 ⁽⁴⁾ 05/25/2015 ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 05/27/2015 | | M ⁽¹⁾ | 8,500 | 05/27/2015 ⁽⁴⁾ 05/27/2015 ⁽⁴⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | | | | | 05/21/2016 ⁽⁴⁾ 05/21/2016 ⁽⁴⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PACCAPANICCIA VINCENT A C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103 | | | VP & Chief Financial Officer | |

Signatures

Michael A. Santivaschi, Attorney
in Fact 05/27/2015

**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 automatic redemption of restricted stock units ("RSUs") that became vested on or prior to the 4th anniversary of the grant date. Each vested RSU is automatically redeemed for one share of Issuer common stock on the 4th anniversary of the grant date.

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

(3) Reflects first anniversary of the date of grant for options granted pursuant to a Rule 16b-3 plan. Options are exercisable in installments of 25% of the optioned securities on and after the first anniversary of the date of grant and to the extent of an additional 25% of the optioned securities on and after the 2nd, 3rd and 4th anniversaries of the date of grant. To the extent not exercised, installments are cumulative.

(4) Reflects the date on which vested RSUs become automatically redeemed for an equal number of shares of Issuer common stock.

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.