CSS INDUSTRIES INC

Form 4

February 01, 2007

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

CSS INDUSTRIES INC [CSS]

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X_ Officer (give title below)

10% Owner _ Other (specify

C/O CSS INDUSTRIES, INC., 1845

01/31/2007

President & CEO

(Check all applicable)

WALNUT STREET, SUITE 800

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(City)	(State) (Zip) 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)	Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or		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)			
Common Stock (\$.10 par value)	01/31/2007		Code V M	Amount 5,250	(D)	Price \$ 19.08	33,871	D			
Common Stock (\$.10 par value)	01/31/2007		S	2,500	D	\$ 36	31,371	D			
Common Stock (\$.10 par value)	01/31/2007		S	400	D	\$ 36.01	30,971	D			
Common Stock (\$.10	01/31/2007		S	800	D	\$ 36.05	30,171	D			

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par value)							
Common Stock (\$.10 par value)	01/31/2007	S	100	D	\$ 36.1	30,071	D
Common Stock (\$.10 par value)	01/31/2007	S	100	D	\$ 36.11	29,971	D
Common Stock (\$.10 par value)	01/31/2007	S	600	D	\$ 36.25	29,371	D
Common Stock (\$.10 par value)	01/31/2007	S	100	D	\$ 36.26	29,271	D
Common Stock (\$.10 par value)	01/31/2007	S	150	D	\$ 36.27	29,121	D
Common Stock (\$.10 par value)	01/31/2007	S	1,300	D	\$ 36.3	27,821	D
Common Stock (\$.10 par value)	01/31/2007	S	300	D	\$ 36.31	27,521	D
Common Stock (\$.10 par value)	01/31/2007	S	100	D	\$ 36.32	27,421	D
Common Stock (\$.10 par value)	01/31/2007	S	400	D	\$ 36.33	27,021	D
Common Stock (\$.10 par value)	01/31/2007	S	300	D	\$ 36.34	26,721	D
Common Stock (\$.10 par value)	01/31/2007	S	100	D	\$ 36.35	26,621	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5	5. Num	ber	6. Date Exercisab	le and	7. Title and A	Amount of
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities			
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) A	Acquire	ed				
	Derivative				(1	A) or					
	Security				Г	Dispose	ed of				
					(]	(D)					
				(Instr. 3, 4,							
				and 5)							
				Code '	V (.	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number
											of Shares
Call (Stock) Option	\$ 19.08	01/31/2007		M		5	,250	01/25/2000(1)	01/25/2009	Common Stock	5,250

Reporting Owners

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

Signatures

Christopher J.

Munyan 02/01/2007

**Signature of Date Reporting Person

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 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.

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.

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