#### **CSS INDUSTRIES INC**

Form 4 May 29, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PACCAPANICCIA VINCENT A

2. Issuer Name and Ticker or Trading Symbol

CSS INDUSTRIES INC [CSS]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(7:n)

3. Date of Earliest Transaction

10% Owner Other (specify

C/O CSS INDUSTRIES, INC., 1845

(First)

05/25/2013

(Month/Day/Year)

X\_ Officer (give title below)

VP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check

(Check all applicable)

WALNUT STREET, SUITE 800

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	05/25/2013		M(1)	2,500	A	\$ 0	2,500	D	
Common Stock (\$.10 par value)	05/25/2013		F(2)	850	D	\$ 29.41	1,650	D	

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

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transac Code (Instr. 8	stionof Derivative Securities Acquired (A) or Disposed of (D)	Date (Month/Day/Year)		Underlying Securi (Instr. 3 and 4)	
				Code	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0	05/25/2013		M(1)	. , , , ,	05/25/2013(3)	05/25/2013(3)	Common Stock	

## **Reporting Owners**

Officer Director 10% Owner Other

VP & Chief

5. Number

6. Date Exercisable and Expiration 7. Title and Amou

PACCAPANICCIA VINCENT A C/O CSS INDUSTRIES, INC. Financial 1845 WALNUT STREET, SUITE 800 Officer PHILADELPHIA, PA 19103

3. Transaction Date 3A. Deemed

## **Signatures**

1. Title of

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

> \*\*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. 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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