#### **CSS INDUSTRIES INC**

Form 4

November 03, 2015

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4	F	O	R	M	4
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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Farley Cara

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CSS INDUSTRIES INC [CSS]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner X\_ Officer (give title Other (specify

C/O CSS INDUSTRIES, INC., 1845

10/30/2015

below) Sr. VP - Marketing

**WALNUT STREET** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction Derivative Date Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(	(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
(	Call Stock) Option	\$ 27.18	10/30/2015		A		8,000		10/30/2016 <u>(1)</u>	10/30/2022	Common Stock	8,0
S	Restricted Stock Units	\$ 0 (2)	10/30/2015		A		4,000		10/30/2018(2)	10/30/2019(2)	Common Stock	4,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Renorting Owner Name / Address	

Director 10% Owner Officer Other

Farley Cara

C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET PHILADELPHIA, PA 19103

Sr. VP - Marketing

### **Signatures**

Michael A. Santivasci, Attorney in Fact

11/03/2015

\*\*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).
- Reflects first anniversary of the date of grant for options granted pursuant to a Rule 16b-3 plan. Options are exercisable in installments of (1) 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.
- Fifty percent (50%) of restricted stock units are automatically converted, one a 1-for-1 basis, into shares of Issuer common stock on each of the third and fourth anniversaries of the grant date.

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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