

CSS INDUSTRIES INC
Form 4
May 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
Munyan Christopher J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CSS INDUSTRIES, INC., 1845
WALNUT STREET, SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock (\$.10 par value)	05/25/2013		M ⁽¹⁾		9,000 A \$ 0	39,188	D
Common Stock (\$.10 par value)	05/25/2013		F ⁽²⁾		3,059 D \$ 29.41	36,129	D
Common Stock (\$.10 par value)	05/27/2013		M ⁽¹⁾		6,525 A \$ 0	42,654	D
Common Stock (\$.10 par value)	05/27/2013		F ⁽²⁾		2,218 D \$ 29.41	40,436	D

par value)

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/25/2013		M ⁽¹⁾	9,000	05/25/2013 ⁽³⁾ 05/25/2013 ⁽³⁾	Common Stock	9,000
Restricted Stock Units	\$ 0	05/27/2013		M ⁽¹⁾	6,525	05/27/2013 ⁽³⁾ 05/27/2013 ⁽³⁾	Common Stock	6,525

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

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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