

Pfeil Keith W
 Form 3
 September 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Pfeil Keith W</p> <p>(Last) (First) (Middle)</p> <p>CSS INDUSTRIES, INC.,Â 450 PLYMOUTH ROAD, SUITE 300</p> <p>(Street)</p> <p>PLYMOUTH MEETING,Â PAÂ 19462</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/29/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CSS INDUSTRIES INC [CSS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Exec. VP and CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (\$.10 par value)	1,991	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock (\$.10 par value)	1,000	\$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock (\$.10 par value)	950	\$ 0	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock (\$.10 par value)	3,000	\$ 0	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock (\$.10 par value)	2,750	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pfeil Keith W CSS INDUSTRIES, INC. 450 PLYMOUTH ROAD, SUITE 300 PLYMOUTH MEETING, PA 19462	Â	Â	Â Exec. VP and CFO	Â

Signatures

Michael A.. Santivasci, attorney
in fact

09/10/2018

Date

__Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Subject to service-based vesting conditions, 50% of the restricted stock units are automatically converted into shares of Issuer common stock on a 1-to-1 basis on each of the 3rd and 4th anniversaries of the grant date, May 31, 2016.
- (2) Subject to service-based vesting conditions, 50% of the restricted stock units are automatically converted into shares of Issuer common stock on a 1-to-1 basis on each of the 3rd and 4th anniversaries of the grant date, June 12, 2017.
- (3) Subject to service-based vesting conditions, 50% of the restricted stock units are automatically converted into shares of Issuer common stock on a 1-to-1 basis on each of the 3rd and 4th anniversaries of the grant date, November 10, 2017.
- (4) Subject to service-based vesting conditions, 25% of the restricted stock units are automatically converted into shares of Issuer common stock on a 1-to-1 basis on each of the 1st, 2nd, 3rd and 4th anniversaries of the grant date, May 29, 2018.

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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