CSS INDUSTRIES INC

Form 4 May 28, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sorensen Christian A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(City)

(First)

CSS INDUSTRIES INC [CSS]

(Check all applicable)

(Middle) (Last)

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

Director X_ Officer (give title below)

10% Owner Other (specify

05/25/2014

VP - Operations

C/O CSS INDUSTRIES, INC., 1845 WALNUT STREET, SUITE 800

(Street)

(State)

6. Individual or Joint/Group Filing(Check

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

(Zip)

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio 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)	05/25/2014		M(1)	1,250	A	\$ 0	11,610	D	
Common Stock (\$.10 par value)	05/25/2014		F(2)	425	D	\$ 25.23	11,185	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)

		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code	,	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units	\$ 0	05/25/2014		M(1)	2,500	05/25/2014(3)	05/25/2014(3)	Common Stock	2,5

Reporting Owners

PHILADELPHIA, PA 19103

Reporting Owner Name / Address	Relationships						
Reporting 6 with Future / Future 65	Director	10% Owner	Officer	Other			
Sorensen Christian A							
C/O CSS INDUSTRIES, INC.			VP -				
1845 WALNUT STREET, SUITE 800			Operations				

Signatures

Michael A. Santivasci, Attorney 05/28/2014 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 the reporting person's prior Form 3 filing, 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.

Remarks:

POWER OF ATTORNEY

Reporting Owners 2

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KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Michael

Signature Title Date

/s/Christian A. Sorensen Vice President - Operations 08/01/2013 Christian A. Sorensen

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.