CSS INDUSTRIES INC
Form 4
May 28, 2014

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)


PHILADELPHIA, PA 19103
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person


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.

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number nof Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amou Underlying Securi |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired |  |  |
|  | Derivative |  |  |  | (A) or |  |  |
|  | Security |  |  |  | Disposed of (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, and 5) |  |  |


| Restricted | $\$ 0$ | $05 / 25 / 2014$ | M- | 2,500 | $05 / 25 / 2014-\underline{(3)}$ | $05 / 25 / 2014-3$ | Common |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Stock | $\$ 0$ | Stock |  |  |  |  |  |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other

Sorensen Christian A
C/O CSS INDUSTRIES, INC.
VP -
1845 WALNUT STREET, SUITE 800
Operations
PHILADELPHIA, PA 19103

## Signatures

Michael A. Santivasci, Attorney in Fact

05/28/2014
**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: <br> POWER OF ATTORNEY

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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.

