

CSS INDUSTRIES INC

Form 4

May 27, 2015

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).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

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

05/22/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP - Operations

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

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$.10 par value)	05/27/2015		M ⁽¹⁾		4,500	A	\$ 0
Common Stock (\$.10 par value)	05/27/2015		F ⁽²⁾		1,530	D	\$ 27.65

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

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(9-02)

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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 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 Underlying Security (Instr. 3 and 4)
Call (Stock) Option	\$ 27.77	05/22/2015		A	12,800	05/22/2016 ⁽³⁾ 05/22/2022	Common Stock
Restricted Stock Units	\$ 0	05/27/2015		M ⁽¹⁾	4,500	05/27/2015 ⁽⁴⁾ 05/27/2015 ⁽⁴⁾	Common Stock
Restricted Stock Units	\$ 0					05/21/2016 ⁽⁴⁾ 05/21/2016 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sorensen Christian A C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103			VP - Operations	

Signatures

Michael A. Santivaschi, Attorney
in Fact 05/27/2015

__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).

- (1) Reflects the automatic redemption of restricted stock units ("RSUs") that became vested on or prior to the 4th anniversary of the grant date. Each vested RSU is automatically redeemed for one share of Issuer common stock on the 4th anniversary of the grant date.
- (2) Reflects shares withheld to satisfy the reporting person's tax liability in connection with the automatic redemption of RSUs.
- (3) Reflects first anniversary of the date of grant for options granted pursuant to a Rule 16b-3 plan. Options are exercisable in installments of 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.
- (4) Reflects the date on which vested RSUs become automatically redeemed for an equal number of shares of Issuer common stock.

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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