**CSS INDUSTRIES INC** 

Form 4 May 22, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PACCAPANICCIA VINCENT A

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

CSS INDUSTRIES INC [CSS]

(Check all applicable)

(First) C/O CSS INDUSTRIES, INC., 1845 3. Date of Earliest Transaction

(Month/Day/Year) 05/20/2013

Director 10% Owner X\_ Officer (give title Other (specify

below) below) VP & Chief Financial Officer

WALNUT STREET, SUITE 800

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Price

Restricted Stock Units

05/20/2013

Code V Amount (D) 7,100 A A (1)

\$0 25,600

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)

#### Edgar Filing: CSS INDUSTRIES INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|--|-----|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Call (Stock)  | \$ 18.48  | 05/20/2013                              |   | A                                      | 17,250<br>(2)  |     | 05/21/2013   | 05/21/2019         | Common<br>Stock   | 17,250                              |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                    |       |  |  |  |
|--|---------------|-----------|------------------------------------|-------|--|--|--|
| <b>FG</b>  | Director      | 10% Owner | Officer                            | Other |  |  |  |
| PACCAPANICCIA VINCENT A<br>C/O CSS INDUSTRIES, INC.<br>1845 WALNUT STREET, SUITE 800<br>PHILADELPHIA, PA 19103 |               |           | VP & Chief<br>Financial<br>Officer |       |  |  |  |

## **Signatures**

Michael A. Santivasci, Attorney in Fact

05/22/2013

Date

\*\*Signature of Reporting Person

## **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).
- The reported transaction reflects the satisfaction of a "total shareholder return" ("TSR") performance goal for restricted stock units ("RSUs") granted on 05/21/2012 (the "Grant Date"). On 05/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified that the TSR performance goal had been attained. Each RSU will be redeemed automatically for one share of Issuer common stock upon satisfaction of service-based vesting conditions.
- The reported transaction reflects the satisfaction of a TSR performance goal for call stock options ("Options") granted on 05/21/2012 (the "Grant Date"). On 05/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified that the TSR performance goal had been attained. Options become exercisable in installments, with 25% of the optioned securities becoming exercisable on each of the 1st, 2nd, 3rd and 4th anniversaries of the Grant Date. To the extent not exercised, installments are cumulative.

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.

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