

CSS INDUSTRIES INC
Form 4
August 26, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARBER JACK

(Last) (First) (Middle)

3056 MIRO DRIVE NORTH

(Street)

PALM BEACH
GARDENS, FL 33410

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock (\$.10 par value) | 08/24/2009 | | S | 94 ⁽¹⁾ | D | \$ 22.5 | 266,857 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | | S | 200 ⁽¹⁾ | D | \$ 22.7 | 266,657 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | | S | 100 ⁽¹⁾ | D | \$ 22.72 | 266,557 | I | By Trust FBO Jack Farber |

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| | | | | | | | | |
|---------------------------------|------------|---|----------------------|---|----------|---------|---|--------------------------|
| value) | | | | | | | | |
| Common Stock (\$.10 par value) | 08/24/2009 | S | 200 ⁽¹⁾ | D | \$ 22.73 | 266,357 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | S | 300 ⁽¹⁾ | D | \$ 22.74 | 266,057 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | S | 500 ⁽¹⁾ | D | \$ 22.87 | 265,557 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | S | 100 ⁽¹⁾ | D | \$ 22.88 | 265,457 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/24/2009 | S | 400 ⁽¹⁾ | D | \$ 22.89 | 265,057 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 206 ⁽¹⁾ | D | \$ 22.02 | 264,851 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 1,600 ⁽¹⁾ | D | \$ 22.14 | 263,251 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 200 ⁽¹⁾ | D | \$ 22.24 | 263,051 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 200 ⁽¹⁾ | D | \$ 22.25 | 262,851 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 1,000 ⁽¹⁾ | D | \$ 22.4 | 261,851 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | 08/25/2009 | S | 4,900 | D | \$ 22.5 | 256,951 | I | By Trust FBO Jack Farber |

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| | | | | | | | | | | |
|------------------------------------|------------|--|------|---|--------|---|------|---------|---|--|
| Common Stock (\$.10 par value) | | | | | | | | 60,383 | I | By Trust FBO David M. Farber (2) |
| Common Stock (\$.10 par value) | | | | | | | | 351,042 | I | By Trusts FBO Vivian Farber (2) |
| Common Stock (\$.10 par value) | 08/05/2008 | | J(3) | V | 20,800 | D | \$ 0 | 0 | I | By Trust FBO Blake Robert Kurtzman (2) |
| Common Stock (\$.10 par value) | 08/05/2008 | | J(3) | V | 22,675 | D | \$ 0 | 0 | I | By Trust FBO Leigh Anne Kurtzman (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARBER JACK
3056 MIRO DRIVE NORTH
PALM BEACH GARDENS, FL 33410

X

Chairman

Signatures

Michael A. Santivaschi, Attorney
in Fact

08/26/2009

__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) (1) This sale was made pursuant to a plan intended to comply with Rule 10b5-1(c) previously adopted on August 21, 2009.

(2) (2) The reporting person disclaims beneficial ownership of these shares to the extent that he does not have a pecuniary interest in them.

(3) (3) The reporting person previously included shares held by this trust on the reporting person's Form 4 filings solely because the reporting person's spouse previously served as a co-trustee of this trust. These shares are no longer being reported on the reporting person's Form 4 because the reporting person's spouse no longer serves as a co-trustee of this trust.

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.