

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Munyan Christopher J

(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  
☒ Officer (give title below) ☐ Other (specify  
below)

President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock (\$.10<br>par value)  | 05/27/2015                              |                                                             | M <sup>(1)</sup>                     | 18,000 A                                                                | \$ 0 71,862                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock (\$.10<br>par value)  | 05/27/2015                              |                                                             | F <sup>(2)</sup>                     | 6,118 D                                                                 | \$ 27.65 65,744                                                                                                    | D                                                                    |                                                                   |

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  
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SEC 1474  
(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 (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                    |
| Call (Stock) Option                        | \$ 27.77                                               | 05/22/2015                           |                                                    | A                              | 48,500                                                                                  | 05/22/2016 <sup>(3)</sup> 05/22/2022                     | Common Stock                             |
| Restricted Stock Units                     | \$ 0                                                   | 05/27/2015                           |                                                    | M <sup>(1)</sup>               | 18,000                                                                                  | 05/27/2015 <sup>(4)</sup> 05/27/2015 <sup>(4)</sup>      | Common Stock                             |
| Restricted Stock Units                     | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 05/21/2016 <sup>(4)</sup> 05/21/2016 <sup>(4)</sup>      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |                 |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                             | Director      | 10% Owner | Officer         | Other |
| Munyan Christopher J<br>C/O CSS INDUSTRIES, INC.<br>1845 WALNUT STREET, SUITE 800<br>PHILADELPHIA, PA 19103 | X             |           | President & CEO |       |

## 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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