

CSS INDUSTRIES INC

Form 3

August 06, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Edwards Carey

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/28/2015

3. Issuer Name **and** Ticker or Trading Symbol
CSS INDUSTRIES INC [CSS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

EVP - Sales

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O CSS INDUSTRIES,
INC.,Â 1845 WALNUT
STREET, SUITE 800

(Street)

PHILADELPHIA,Â PAÂ 19103

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock (\$.10 par value)

5,214

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call (Stock) Option <u>(1)</u>	05/22/2016	05/22/2022	Common Stock	16,000	\$ 27.77	D	Â
Call (Stock) Option <u>(2)</u>	05/21/2013	05/21/2019	Common Stock	4,250	\$ 18.48	D	Â
Restricted Stock Units <u>(3)</u>	05/21/2015	05/21/2016	Common Stock	3,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Carey C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103	Â	Â	Â	EVP - Sales

Signatures

William G. Kiesling, Attorney
in Fact

08/03/2015

**Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 call stock options ("Options") granted on 5/22/2015 (the "Grant Date"). Subject to the satisfaction of service-based vesting requirements, 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.

(2) Reflects call stock options ("Options") that were subject to a total stockholder return ("TSR") performance goal when granted on 5/21/2012 (the "Grant Date"). On 05/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified attainment of the TSR performance goal. Subject to the satisfaction of service-based vesting requirements, 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.

(3) Reflects restricted stock units ("RSUs") that were subject to a TSR performance goal when granted on 5/21/2012 (the "Grant Date"). On 5/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified attainment of the TSR performance goal. Subject to the satisfaction of service-based vesting requirements, RSUs vest to the extent of 50% of the grant amount on each of the 3rd and 4th anniversaries of the Grant Date. To the extent vested, RSUs are automatically settled for shares of common stock on the 4th anniversary of the grant date.

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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