

Farley Cara
Form 4
April 29, 2019

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 *
Farley Cara

(Last) (First) (Middle)

C/O CSS INDUSTRIES, INC., 450
PLYMOUTH ROAD, SUITE 300

(Street)

PLYMOUTH MEETING, PA 19462

(City) (State) (Zip)

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

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

10/30/2018

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 below) ____ Other (specify
below)

Exec. VP - Sales and Marketing

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(A) or Disposed of (D) 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock (\$.10 par value)	10/30/2018		M ⁽¹⁾	2,000 A \$ 0	2,000	D	
Common Stock (\$.10 par value)	10/30/2018		F ⁽²⁾	662 D \$ 13.37	1,338	D	

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

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information contained in this form are not
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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 Amount of Underlying Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0	10/30/2018		M ⁽¹⁾	2,000	10/30/2018 ⁽³⁾ 10/30/2019 ⁽⁴⁾	Common Stock (\$.10 par value)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farley Cara C/O CSS INDUSTRIES, INC. 450 PLYMOUTH ROAD, SUITE 300 PLYMOUTH MEETING, PA 19462			Exec. VP - Sales and Marketing	

Signatures

Michael A. Santivaschi, Attorney
in Fact 04/29/2019

__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 upon the satisfaction of service-based vesting conditions.
- (2) Reflects shares withheld to satisfy the reporting person's tax liability in connection with the automatic redemption of restricted stock units.
- (3) Reflects the vesting date for 50% of the service-based restricted stock units granted to the reporting person on October 30, 2015.
- (4) Reflects the vesting date, subject to the satisfaction of service-based vesting conditions, for the remaining 50% of the restricted stock units granted to the reporting person on October 30, 2015.

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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