

CSS INDUSTRIES INC
 Form 4
 December 03, 2012

FORM 4

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

OMB APPROVAL

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 Expires: January 31, 2015
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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)
 11/29/2012

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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------------------|--------|---|-------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (\$.10 par value) | 11/29/2012 | | S | | | 8,414 ⁽¹⁾ | D | \$ 20.5161 ^{(2) (3)} | 45,487 | I | By Trust ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 11/30/2012 | | S | | | 1,100 ⁽¹⁾ | D | \$ 20.5 | 44,387 | I | By Trust ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 11/30/2012 | | S | | | 1,787 ⁽¹⁾ | D | \$ 20.52 | 42,600 | I | By Trust ⁽⁴⁾ |

value)

| | | | | | | | | | |
|--|------------|---|---|----------------------|---|------|---------|---|--|
| Common Stock (\$.10 par value) | 11/30/2012 | G | V | <u>50,000</u> (5) | D | \$ 0 | 180,746 | I | By Trust FBO Jack Farber |
| Common Stock (\$.10 par value) | | | | | | | 338,767 | I | By Trusts FBO Vivian Farber (4) |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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

12/03/2012

__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) This sale was made pursuant to a plan intended to comply with Rule 10b5-1(c) previously adopted on September 11, 2012.

The price set forth above reflects the weighted-average price per share. The reporting person hereby undertakes to provide upon request to
(2) the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) This transaction was executed in multiple trades at prices ranging from \$20.50 to \$20.61.

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

(5) Reflects shares donated to a charitable foundation.

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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