

CSS INDUSTRIES INC
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
Macero Frank Jr

(Last) (First) (Middle)

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)

06/08/2006

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) ___X___ Other (specify below)

President of Subsidiary

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock (\$.10 par value) | 06/08/2006 | | M | A | \$ 6,976 23.83 | D | |
| Common Stock (\$.10 par value) | 06/08/2006 | | M | A | \$ 4,050 16.7 | D | |
| Common Stock (\$.10 par value) | 06/08/2006 | | S | D | \$ 200 27.45 | D | |
| Common Stock (\$.10 par value) | 06/08/2006 | | S | D | \$ 500 27.44 | D | |

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par value)

Common
Stock (\$.10 06/08/2006
par value) S 500 D \$ 27.4 9,826 D

Common
Stock (\$.10 06/08/2006
par value) S 500 D \$ 27.35 9,326 D

Common
Stock (\$.10 06/08/2006
par value) S 500 D \$ 27.3 8,826 D

Common
Stock (\$.10 06/08/2006
par value) S 500 D \$ 27.27 8,326 D

Common
Stock (\$.10 06/08/2006
par value) S 476 D \$ 27.15 7,850 D

Common
Stock (\$.10 06/08/2006
par value) S 500 D \$ 27 7,350 D

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

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Call (Stock) Option | \$ 23.83 | 06/08/2006 | | M | 6,976 | 04/24/2004 ⁽¹⁾⁽²⁾ 04/24/2013 | Common Stock | 6,976 |
| Call (Stock) | \$ 16.7 | 06/08/2006 | | M | 4,050 | 02/05/2003 ⁽¹⁾ 02/05/2012 | Common Stock | 4,050 |

Option

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| Macero Frank Jr CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103 | President of Subsidiary |

Signatures

| | |
|---|------------|
| Michael A. Santivaschi, Attorney in Fact | 06/09/2006 |
| **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).
- Reflects the 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 second, third and fourth anniversaries of the date of grant. To the extent not exercised, installments are cumulative.
- (1)
 - (2) Exercisability of 2,325 of these options was accelerated by action of the Human Resources Committee on April 19, 2006.

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.