

CSS INDUSTRIES INC
Form 4
December 22, 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 *
KSANSNAK JAMES E

(Last) (First) (Middle)

C/O ARAMARK CORPORATION, ARAMARK TOWER - 1101 MARKET STREET

(Street)

PHILADELPHIA, PA 19107

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2006

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) Other (specify below)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock (\$.10 par value)	12/22/2006		M	6,000	A	\$ 22	6,000	D
Common Stock (\$.10 par value)	12/22/2006		M	6,000	A	\$ 19.71	12,000	D
Common Stock (\$.10 par value)	12/22/2006		M	6,000	A	\$ 14.25	18,000	D
Common Stock	12/22/2006		M	6,000	A	\$	24,000	D

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Stock (\$.10 par value)						12.71		
Common Stock (\$.10 par value)	12/22/2006		M	6,000	A	\$ 18.86	30,000	D
Common Stock (\$.10 par value)	12/22/2006		M	6,000	A	\$ 23.27	36,000	D
Common Stock (\$.10 par value)							22,834	I
								See Footnote <u>(1)</u>

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call (Stock) Option	\$ 22	12/22/2006		M	6,000	11/28/1998 ⁽²⁾	11/28/2007	Common Stock	6,000
Call (Stock) Option	\$ 19.71	12/22/2006		M	6,000	11/30/1999 ⁽²⁾	11/30/2008	Common Stock	6,000
Call (Stock) Option	\$ 14.25	12/22/2006		M	6,000	11/30/2000 ⁽²⁾	11/30/2009	Common Stock	6,000
Call (Stock) Option	\$ 12.71	12/22/2006		M	6,000	12/01/2001 ⁽²⁾	12/01/2010	Common Stock	6,000
	\$ 18.86	12/22/2006		M	6,000	11/30/2002 ⁽²⁾	11/30/2011		6,000

Call (Stock) Option								Common Stock	
Call (Stock) Option	\$ 23.27	12/22/2006	M	6,000	11/29/2003 ⁽²⁾	11/29/2012	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KSANSNAK JAMES E C/O ARAMARK CORPORATION ARAMARK TOWER - 1101 MARKET STREET PHILADELPHIA, PA 19107	X			

Signatures

Michael A. Santivasci, Attorney in Fact	12/22/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) (1) Reflects shares held by a trust of which the reporting person is the beneficiary. Investment control over these shares is vested in an independent trustee who is not a member of the reporting person's immediate family.
- (2) (2) 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.

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.