

CSS INDUSTRIES INC  
Form 4  
May 24, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
**Kiesling William G**  
  
(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)  
**05/21/2016**  
  
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)  
**VP and General Counsel**  
  
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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock (\$ .10 par value)	05/21/2016		M <sup>(1)</sup>		7,100	A	\$ 0	37,530	D
Common Stock (\$ .10 par value)	05/21/2016		F <sup>(2)</sup>		2,254	D	\$ 27.6	35,276	D

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 Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0	05/21/2016		M <sup>(1)</sup>	7,100	05/21/2016 <sup>(3)</sup> 05/21/2016 <sup>(3)</sup>	Common Stock 7,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kiesling William G C/O CSS INDUSTRIES, INC. 450 PLYMOUTH ROAD, SUITE 300 PLYMOUTH MEETING, PA 19462			VP and General Counsel	

## Signatures

Michael A. Santivaschi, Attorney  
in Fact 05/24/2016

\*\*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 transaction reflects the automatic redemption of restricted stock units ("RSUs") that became vested on or prior to the 4th anniversary of the grant date. Each RSU was automatically redeemed for one share of Issuer common stock.
- (2) Reflects shares withheld to satisfy the reporting person's tax liability in connection with the automatic redemption of RSUs.
- (3) Reflects the date on which vested RSUs become automatically redeemed for an equal number of shares of Issuer common stock.

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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