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CSS INDUSTRIES INC
Form SC 13D/A
April 02, 2004

CUSIP No. 178666 10 3

SCHEDULE 13D/A

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 31)¹

CSS INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

178666 10 3

(CUSIP Number)

Alan Singer, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5224

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 15, 2004

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and two copies of the Schedule including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the

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Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jack Farber

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 PF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7		SOLE VOTING POWER 274,510 Shares
	8		SHARED VOTING POWER 539,454 Shares
	9		SOLE DISPOSITIVE POWER 274,510 Shares
	10		SHARED DISPOSITIVE POWER 539,454 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 813,964 Shares

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.9%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 31 amends the Schedule 13D filed by Jack Farber with respect to shares of common stock, par value \$.10 per share, ("Common Stock") of CSS Industries, Inc., a Delaware corporation ("CSS"), as such statement has been amended from time to time.

Item 5. Interest in Securities of the Issuer.

Jack Farber may be deemed to beneficially own 813,964 shares of Common Stock (6.9% of the issued and outstanding Common Stock of CSS, based upon information provided by CSS indicating that 11,810,729 shares of Common Stock were issued and outstanding on March 19, 2004). Of that amount, he has sole voting and investment power with regard to 274,510 shares of Common Stock that he owns directly and may be deemed to have shared voting and investment power with regard to 539,454 shares of Common Stock. Shares as to which he has shared voting and investment power include the following:

- o 158,303 shares of Common Stock held by a trust for the benefit of David M. Farber, Jack Farber's son, for which Jack Farber and David M. Farber are co-trustees (the "David Farber Trust"). A majority of the trustees of the David Farber Trust is required to vote or dispose of the shares of Common Stock owned by the David Farber Trust; and
- o 83,475 shares of Common Stock owned by trusts for the benefit of two of Jack Farber's grandchildren (together, the "Grandchildren Trusts"), for which Jack Farber's wife serves as co-trustee with his daughter.

In addition, Jack Farber may be deemed to share voting and investment power with respect to shares of Common Stock held by the following entities. Although Jack Farber is including shares held by these entities in his beneficial ownership for purposes of his Schedule 13D beginning with this Amendment No. 31, he continues to disclaim beneficial ownership with regard to these shares:

- o 266,000 shares held by the Farber Family Foundation, Inc. (the "Farber Family Foundation"). Jack Farber, Vivian Farber, his wife, Ellen B. Kurtzman, his daughter and David M. Farber are the members, officers and directors of the Farber Family Foundation, which is a charitable foundation. As a matter of policy, the Farber Family Foundation does not vote the shares of common stock that it owns. The shares described above in this paragraph do not include 45,722 shares that are held by the Farber Family Foundation with respect to which Ellen B. Kurtzman has sole

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voting and investment power.

- o 31,676 shares held by the Farber Foundation, Inc. (the "Farber Foundation"). Jack Farber, Stephen V. Dubin, an officer and director of CSS, and Clifford E. Pietrafitta, an officer of CSS, are members of, and together with David J. M. Erskine, a director and officer of CSS, are directors of, the Farber Foundation, which is a charitable foundation. As a matter of policy, the Farber Foundation does not vote the shares of common stock that it owns.

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Additional information regarding the persons other than Jack Farber identified in this item is contained in Appendix A attached hereto.

The shares referenced as being beneficially owned by Jack Farber do not include shares owned by the Farber Family Charitable Lead Annuity Trust (the "Farber Charitable Trust"). Ellen B. Kurtzman is the sole trustee of the Farber Charitable Trust.

Following the date of the last transaction reported in Amendment No. 30 to Jack Farber's Schedule 13D, Jack Farber and the David Farber Trust sold an aggregate of 131,000 shares of Common Stock as follows:

JACK FARBER

Date of Sale -----	Number of Shares -----	Price Per Share -----
December 22, 2003	1,000	\$ 30.40
December 22, 2003	500	\$ 30.42
December 22, 2003	1,000	\$ 30.45
December 22, 2003	1,500	\$ 30.51
December 22, 2003	100	\$ 30.52
December 22, 2003	1,200	\$ 30.55
December 23, 2003	600	\$ 30.45
December 23, 2003	100	\$ 30.48
December 29, 2003	4,000	\$ 30.50
December 29, 2003	500	\$ 30.64
December 29, 2003	700	\$ 30.70
December 29, 2003	500	\$ 30.71
December 29, 2003	200	\$ 30.75
December 29, 2003	100	\$ 30.77
January 5, 2004	1,000	\$ 31.00
January 5, 2004	1,000	\$ 31.01

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JACK FARBER (continued)

Date of Sale -----	Number of Shares -----	Price Per Share -----
January 5, 2004	200	\$ 31.10
January 5, 2004	300	\$ 31.12

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January 5, 2004	500	\$ 31.21
January 5, 2004	500	\$ 31.30
January 7, 2004	600	\$ 30.65
January 7, 2004	200	\$ 30.70
January 8, 2004	100	\$ 30.58
January 8, 2004	200	\$ 30.59
January 8, 2004	800	\$ 30.60
January 8, 2004	300	\$ 30.61
January 8, 2004	300	\$ 30.65
January 12, 2004	500	\$ 30.30
January 12, 2004	500	\$ 30.35
January 12, 2004	300	\$ 30.38
January 12, 2004	400	\$ 30.40
January 12, 2004	500	\$ 30.45
January 13, 2004	300	\$ 30.25
January 13, 2004	1,000	\$ 30.29
January 14, 2004	300	\$ 30.12
January 14, 2004	200	\$ 30.20
January 15, 2004	1,100	\$ 30.04
January 15, 2004	300	\$ 30.07
January 15, 2004	400	\$ 30.10
January 15, 2004	200	\$ 30.15
January 20, 2004	900	\$ 30.06

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JACK FARBER (continued)

Date of Sale	Number of Shares	Price Per Share
-----	-----	-----
January 20, 2004	2,100	\$ 30.05
January 20, 2004	1,000	\$ 30.10
January 21, 2004	300	\$ 30.09
January 22, 2004	500	\$ 30.00
January 22, 2004	600	\$ 30.05
January 22, 2004	400	\$ 30.13
January 23, 2004	200	\$ 30.00
January 26, 2004	700	\$ 30.00
January 26, 2004	300	\$ 30.01
January 27, 2004	300	\$ 30.02
January 27, 2004	3,300	\$ 30.05
January 27, 2004	700	\$ 30.06
January 28, 2004	600	\$ 30.00
January 28, 2004	100	\$ 30.10
February 2, 2004	500	\$ 29.97
February 2, 2004	5,500	\$ 30.00
February 9, 2004	5,800	\$ 30.00
February 9, 2004	200	\$ 30.01
February 17, 2004	2,000	\$ 30.70
February 17, 2004	2,000	\$ 30.80
February 17, 2004	2,000	\$ 30.90
February 23, 2004	2,500	\$ 29.79
February 23, 2004	1,600	\$ 29.80
February 23, 2004	1,000	\$ 29.85
February 24, 2004	900	\$ 29.80

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JACK FARBER (continued)

Date of Sale -----	Number of Shares -----	Price Per Share -----
March 1, 2004	2,000	\$ 31.07
March 1, 2004	2,500	\$ 31.20
March 1, 2004	500	\$ 31.25
March 1, 2004	1,000	\$ 31.30
March 1, 2004	1,000	\$ 30.00
March 8, 2004	2,500	\$ 32.50
March 8, 2004	1,000	\$ 32.55
March 8, 2004	1,500	\$ 32.57
March 8, 2004	1,000	\$ 32.60
March 15, 2004	5,900	\$ 32.50
March 15, 2004	100	\$ 32.51
March 22, 2004	2,000	\$ 31.80
March 22, 2004	2,000	\$ 31.81
March 22, 2004	2,000	\$ 31.83
March 29, 2004	500	\$ 33.35
March 29, 2004	500	\$ 33.36
March 29, 2004	500	\$ 33.50
March 30, 2004	1,500	\$ 33.44
March 31, 2004	100	\$ 33.07
March 31, 2004	500	\$ 33.21
March 31, 2004	100	\$ 33.25
April 1, 2004	1,800	\$ 33.17
April 1, 2004	500	\$ 33.20
Total	91,000	

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DAVID FARBER TRUST

Date of Sale -----	Number of Shares -----	Price Per Share -----
February 2, 2004	500	\$ 29.98
February 2, 2004	2,000	\$ 30.00
February 2, 2004	1,000	\$ 30.01
February 2, 2004	1,000	\$ 30.02
February 2, 2004	1,400	\$ 30.03
February 2, 2004	100	\$ 30.04
February 2, 2004	1,000	\$ 30.05
February 3, 2004	5,500	\$ 30.05
February 3, 2004	500	\$ 30.10
February 3, 2004	500	\$ 30.12
February 3, 2004	1,000	\$ 30.15
February 4, 2004	5,500	\$ 30.02
March 8, 2004	20,000	\$ 31.34
Total	40,000	

All of the sales by Jack Farber were effected in the public trading

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markets pursuant to a plan intended to comply with Rule 10b5-1(c) under the Exchange Act, except for 1,000 shares sold on March 1, 2003 to another director of CSS in a private transaction. Of the shares of Common Stock sold by the David Farber Trust, 20,000 shares were sold in transactions effected in the public trading markets. The 20,000 shares sold on March 8, 2004 were sold to CSS, and the price per share in the transaction was determined through negotiations with a Special Committee of CSS' Board of Directors (consisting of three non-management directors).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ JACK FARBER

Jack Farber

Date: April 2, 2004

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APPENDIX A

Name	Address	Present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted
-----	-----	-----
Vivian Farber	3056 Miro Drive North Palm Beach Gardens, FL 33410	Private investor
Ellen B. Kurtzman	1105 North Market St. Wilmington, DE 19801	Management of trusts and other entities for the benefit of family members, Delv L.P. (a partnership that holds and manages investments), 1105 North Market Street, Wilmington, DE 19801
David M. Farber	Marshall Auto Sales 6050 Old York Road Philadelphia, PA 19141	President, Marshall Auto Sales (an automobile dealer), 6050 Old York Road, Philadelphia, PA 19141

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Stephen V. Dubin	CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103	Executive Vice President and Secretary, Industries, Inc. (the issuer - a manufac and seller of seasonal and social expres products), 1845 Walnut Street, Philadelp PA 19103
Clifford E. Pietrafitta	CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103	Vice President - Finance, Chief Financia CSS Industries, Inc. (the issuer - a man and seller of seasonal and social expres 1845 Walnut Street, Philadelphia, PA 191
David J. M. Erskine	CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103	President and Chief Executive Officer, CSS Industries, Inc. (the issuer - a manufacturer and seller of seasonal and social expression products), 1845 Walnut Street, Philadelphia, PA 19103

During the last five years, none of the persons listed above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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During the last five years, none of the persons listed above was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandatory activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

All of the persons listed above are United States citizens.