CSS INDUSTRIES INC
Form 3
August 06, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Pajic Julie
(Last) (First) (Middle)

C/O CSS INDUSTRIES, INC.,Â 1845 WALNUT STREET, SUITE 800
(Street)

PHILADELPHIA,Â PAÂ 19103
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/28/2015

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
EVP - Marketing

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ($.10 par value)	10,391	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call (Stock) Option (1)	05/22/2016	05/22/2022	Common Stock	6,000	$ 27.77	D	Â
Call (Stock) Option (2)	05/21/2013	05/21/2019	Common Stock	8,500	$ 18.48	D	Â
Restricted Stock Units (3)	05/21/2015	05/21/2016	Common Stock	3,500	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pajic Julie C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA,Â PAÂ 19103	Â	Â	Â	EVP - Marketing

Signatures

William G. Kiesling, Attorney in Fact	08/03/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects call stock options ("Options") granted on 5/22/2015 (the "Grant Date"). Subject to the satisfaction of service-based vesting requirements, Options become exercisable in installments, with 25% of the optioned securities becoming exercisable on each of the 1st, 2nd, 3rd and 4th anniversaries of the Grant Date. To the extent not exercised, installments are cumulative.

(2) Reflects call stock options ("Options") that were subject to a total stockholder return ("TSR") performance goal when granted on 5/21/2012 (the "Grant Date"). On 05/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified attainment of the TSR performance goal. Subject to the satisfaction of service-based vesting requirements, Options become exercisable in installments, with 25% of the optioned securities becoming exercisable on each of the 1st, 2nd, 3rd and 4th anniversaries of the Grant Date. To the extent not exercised, installments are cumulative.

(3) Reflects restricted stock units ("RSUs") that were subject to a TSR performance goal when granted on 5/21/2012 (the "Grant Date"). On 5/20/2013, the Human Resources Committee of the Issuer's Board of Directors certified attainment of the TSR performance goal. Subject to the satisfaction of service-based vesting requirements, RSUs vest to the extent of 50% of the grant amount on each of the 3rd and 4th anniversaries of the Grant Date. To the extent vested, RSUs are automatically settled for shares of common stock on the 4th anniversary of the grant date.

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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