CSS INDUSTRIES INC

Form 4 April 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Santivasci Michael A

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

CSS INDUSTRIES INC [CSS] 3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2005

Director

10% Owner Other (specify

X_ Officer (give title below)

below)

Corporate Secretary

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

(State)

4. 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

PHILADELPHIA, PA 19103

(City)	(State)	Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock (\$.10 par value)	03/31/2005			391	. ,		1,098	D	
Common Stock (\$.10 par value)	03/31/2005		M	628	A	\$ 22.08	1,726	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. Transacti Code (Instr. 8)		6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call (Stock) Option	\$ 22.08	03/31/2005		M	628	04/30/1998(1)	04/30/2007	Common Stock (\$.10 par value)	628

Reporting Owners

	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Santivasci Michael A

C/O CSS INDUSTRIES, INC.

1845 WALNUT STREET, SUITE 800

PHILADELPHIA, PA 19103

Corporate
Secretary

Signatures

Michael A. Santivasci 04/01/2005

**Signature of Date
Reporting Person

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 first anniversary of the date of grant of stock options pursuant to a Rule 16b-3 plan. Options are exercisable in installments of
 25% of the optional securities on and after the first anniversary of the date of grant and to the extent of 25% of the optional securities on and after the second, third and fourth anniversary dates.

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.

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