

CSS INDUSTRIES INC

Form 4/A

March 20, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gilner Laurie F

(Last) (First) (Middle)

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

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/20/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Subsidiary President

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2013		A	(A) or (D) 4,000 (1)	\$ 0 11,500 (2)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)	8.
Call (Stock) Option	\$ 18.25	03/19/2013		A	8,000 (3)	05/27/2013 05/27/2018	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gilner Laurie F C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103	Subsidiary President

Signatures

Michael A. Santivaschi, Attorney
in Fact 03/20/2013

__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).

The reported transaction reflects the satisfaction of a "total shareholder return" ("TSR") performance goal for restricted stock units ("RSUs") granted on 5/27/2011 (the "Grant Date"). On 3/19/2013, the Human Resources Committee of the Issuer's Board of Directors

(1) certified that the TSR performance goal had been attained. Each RSU will be redeemed automatically for one share of Issuer common stock upon satisfaction of service-based vesting conditions. RSU's vest to the extent of 50% of the underlying shares on each of the 3rd and 4th anniversaries of the Grant Date.

(2) Consists of 11,500 RSUs subject to service-based vesting conditions not yet satisfied.

The reported transaction reflects the satisfaction of a TSR performance goal for call stock options ("Options") granted on 5/27/2011 (the "Grant Date"). On 3/19/2013, the Human Resources Committee of the Issuer's Board of Directors certified that the TSR performance goal

(3) had been attained. Options become exercisable in installments, with 50% of the optioned securities becoming exercisable on the 2nd anniversary of the Grant Date, and 25% becoming exercisable on each of the 3rd and 4th anniversaries of the Grant Date. 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.

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