

HITCHNER ELAM M III

Form 4

August 02, 2017

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 *
HITCHNER ELAM M III

(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)
07/31/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$.10 par value) (1)	07/31/2017		M		1,838	A	\$ 0 2,838
						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
 required to respond unless the form
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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 Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	07/31/2017		M	1,838	07/31/2017 07/31/2017	Common Stock (\$.10 par value) 1,838
Restricted Stock Units ⁽²⁾	\$ 0	08/01/2017		A	1,864	07/30/2018 07/30/2018	Common Stock (\$.10 par value) 1,864

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HITCHNER ELAM M III C/O CSS INDUSTRIES, INC. 450 PLYMOUTH ROAD, SUITE 300 PLYMOUTH MEETING, PA 19462	X

Signatures

Michael A. Santivaschi, Attorney
in Fact 08/02/2017

____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) Reflects shares acquired upon vesting of restricted stock units ("RSUs") previously granted under the 2013 Equity Compensation Plan. Upon vesting, RSUs are converted into shares of Issuer common stock on a 1-to-1 basis.
- (2) Reflects RSUs granted under the 2013 Equity Compensation Plan, as amended. Subject to the satisfaction of service-based vesting conditions, each RSU will be automatically converted into one share of Issuer common stock on July 30, 2018.

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.