

CSS INDUSTRIES INC
Form 4
May 29, 2009

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 *
KURTZMAN ELLEN B

(Last) (First) (Middle)
801 CASSATT ROAD, SUITE 111
(Street)

BERWYN, PA 19312

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 (\$.10 par value) | 10/31/2008 | | J ⁽¹⁾ | V 13,600 D \$ 0 | 7,200 | I | By Trust FBO Robert Blake Kurtzman ⁽²⁾ |
| Common Stock (\$.10 par value) | 10/31/2008 | | J ⁽¹⁾ | V 17,225 D \$ 0 | 5,757 | I | By Trust FBO Kenneth Kurtzman ⁽²⁾ |
| Common Stock (\$.10 par value) | 10/31/2008 | | J ⁽¹⁾ | V 15,475 D \$ 0 | 7,200 | I | By Trust FBO Leigh Ann Kurtzman ⁽²⁾ |

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| | | | | | | | | | |
|------------------------------------|------------|-------------------------|---|--------|---|---------|---------|---|---|
| Common Stock (\$.10 par value) | 10/31/2008 | <u>J</u> ⁽¹⁾ | V | 46,300 | A | \$ 0 | 46,300 | I | By BLK Investments L.P. ⁽²⁾ |
| Common Stock (\$.10 par value) | 11/07/2008 | <u>J</u> ⁽¹⁾ | V | 7,200 | D | \$ 0 | 0 | I | By Trust FBO Robert Blake Kurtzman ⁽²⁾ |
| Common Stock (\$.10 par value) | 11/07/2008 | <u>J</u> ⁽¹⁾ | V | 5,757 | D | \$ 0 | 0 | I | By Trust FBO Kenneth Kurtzman ⁽²⁾ |
| Common Stock (\$.10 par value) | 11/07/2008 | <u>J</u> ⁽¹⁾ | V | 7,200 | D | \$ 0 | 0 | I | By Trust FBO Leigh Ann Kurtzman ⁽²⁾ |
| Common Stock (\$.10 par value) | 11/07/2008 | <u>J</u> ⁽¹⁾ | V | 20,157 | A | \$ 0 | 66,457 | I | By BLK Investments L.P. ⁽²⁾ |
| Common Stock (\$.10 par value) | 05/27/2009 | S | | 999 | D | \$ 20.7 | 748,251 | I | By 2003 Farber Family Trust ^{(2) (3)} |
| Common Stock (\$.10 par value) | 05/27/2009 | S | | 1 | D | \$ 20.7 | 749 | I | By Delv, Inc. ^{(2) (4)} |
| Common Stock (\$.10 par value) | | | | | | | 66,732 | I | By Oliver Ernest Associates L.P. ⁽²⁾ |
| Common Stock (\$.10 par value) | | | | | | | 83,667 | D | |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KURTZMAN ELLEN B 801 CASSATT ROAD SUITE 111 BERWYN, PA 19312 | | X | | |

Signatures

Michael A. Santivaschi, Attorney
in Fact

05/29/2009

__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 contributed to BLK Investments, L.P., a limited partnership of which the general partner is a trust for which the reporting person serves as the sole trustee. The reporting person is also a trustee of each of the transferor trusts.
- (2) The reporting person disclaims beneficial ownership of these shares to the extent that she does not have a pecuniary interest in them.
- (3) Reflects the 2003 Farber Family Trust's 99.9% limited partnership interest in shares held by Delv, L.P. The reporting person is the sole trustee of the 2003 Farber Family Trust.
- (4) Reflects Delv, Inc.'s 0.1% general partnership interest in shares held by Delv, L.P. The reporting person is the sole director and officer of Delv, Inc.

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.