SANYOUR MICHAEL L

Form 4

December 02, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or

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).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * SANYOUR MICHAEL L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) CSS INDUSTRIES INC [CSS]

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

11/30/2004

(Check all applicable) X_ Director

10% Owner Other (specify Officer (give title

C/O CMS COMPANIES, 1926 ARCH STREET

(Street)

4. If Amendment, Date Original

(Instr. 8)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

PHILADELPHIA, PA 19103

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Execution Date, if Code

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Following

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year)

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| (Instr. 3) | Price of Derivative Security | (Month/Day/ | Year) (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|---------------------|------------------------------------|-------------|------------------|---|---------------------|--------------------|-----------------|--|
| | | | Code V | V (A) (I | D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Call (Stock) Option | \$ 32.13 | 11/30/2004 | A | 6,000 | 11/30/2005(1) | 11/30/2014 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | |
| SANYOUR MICHAEL L C/O CMS COMPANIES 1926 ARCH STREET PHILADELPHIA, PA 19103 | X | | | | | |

Signatures

Michael A. Santivasci, Attorney in Fact

12/02/2004

**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 the first anniversary of the date of grant for options granted pursuant to a Rule 16b-3 plan. Options are exercisable in installments of 25% of the optioned securities on and after the first anniversary of the date of grant and to the extent of an additional 25% of the optioned securities on and after the second, third and fourth anniversaries of the date of grant. 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. 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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