

CSS INDUSTRIES INC
Form 4
February 11, 2005

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 *
DUBIN STEPHEN V

(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)

02/10/2005

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)
Exe. VP & Gen Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock (\$.10 par value)	02/10/2005		M	5,625	A \$ 16.7	423,079	D
Common Stock (\$.10 par value)	02/10/2005		M	7,050	A \$ 14.33	430,129	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. 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)	Amount or Number of Shares
Call (Stock) Option	\$ 16.7	02/10/2005		M	5,625	02/05/2003 ⁽¹⁾ 02/05/2012	Common Stock	5,625
Call (Stock) Option	\$ 14.33	02/10/2005		M	7,050	01/22/2002 ⁽²⁾ 01/22/2011	Common Stock	7,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBIN STEPHEN V C/O CSS INDUSTRIES, INC. 1845 WALNUT STREET, SUITE 800 PHILADELPHIA, PA 19103	X		Exe. VP & Gen Counsel	

Signatures

Stephen V. Dubin 02/11/2005

**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 options granted on February 5, 2002 pursuant to a Rule 16b-3 plan. Options become exercisable at the rate of twenty-five percent (25%) per year on each of the first, second, third and fourth anniversaries of the grant date.

(2) Reflects stock options granted on January 22, 2001 pursuant to a Rule 16b-3 plan. Options become exercisable at the rate of 25% per year on each of the first, second, third and fourth anniversaries of the grant date. All options are presently exercisable.

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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