

DUBIN STEPHEN V
Form 4
July 12, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CSS INDUSTRIES, INC., 1845 WALNUT STREET, SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Exe. VP & Gen Counsel

(Street)
PHILADELPHIA, PA 19103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock (\$.10 par value)	07/11/2005 ⁽¹⁾		S		1,400 <u>(1)</u>	D	\$ 34.71 361,294 D
Common Stock (\$.10 par value)	07/11/2005 ⁽¹⁾		S		425 <u>(1)</u>	D	\$ 34.72 360,869 D
Common Stock (\$.10 par value)	07/11/2005 ⁽¹⁾		S		2,000 <u>(1)</u>	D	\$ 34.74 358,869 D
Common Stock (\$.10 par value)	07/11/2005 ⁽¹⁾		S		2,000 <u>(1)</u>	D	\$ 34.8 356,869 D

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par value)

Common Stock (\$.10 07/11/2005 ⁽¹⁾ par value)	S	<u>2,000</u> ⁽¹⁾	D	\$ 34.9	354,869	D
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Common Stock (\$.10 07/11/2005 ⁽¹⁾ par value)	S	<u>2,000</u> ⁽¹⁾	D	\$ 35	352,869	D
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Common Stock (\$.10 07/11/2005 par value)	F ⁽²⁾	16,018	D	\$ 34.57	336,851	D
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Common Stock (\$.10 07/11/2005 par value)	M	5,625	A	\$ 16.7	342,476	D
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Common Stock (\$.10 07/11/2005 par value)	M	6,375	A	\$ 23.83	348,851	D
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Common Stock (\$.10 07/11/2005 par value)	M	8,600	A	\$ 34.12	357,451	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Call (Stock) Option	\$ 16.7	07/11/2005		M	5,625	02/05/2003 ⁽³⁾⁽⁴⁾ 02/05/2012	Common Stock	5,625
Call (Stock)	\$ 23.83	07/11/2005		M	6,375	04/24/2004 ⁽³⁾⁽⁴⁾ 04/24/2013	Common Stock	6,375

Option										
Call										
(Stock)	\$ 34.12	07/11/2005		M	8,600	04/19/2005 ⁽³⁾⁽⁵⁾	04/19/2009	Common	8,600	
Option								Stock		

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

07/12/2005

**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) (1) This sale was made pursuant to a plan intended to comply with Rule 10b5-1(c) previously adopted on June 1, 2005.
- (2) (2) Represents the purchase price and tax liability paid in connection with the exercise of stock options to acquire 20,600 shares.
- (3) (3) 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 anniversary dates.
- (4) (4) Exercisability of these options was accelerated by action of the Human Resources Committee on July 8, 2005.
- (5) (5) Exercisability of 6,450 of these options was accelerated by action of the Human Resources Committee on July 8, 2005.

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.