

Pfeil Keith W  
 Form 4  
 November 08, 2018

**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 \*  
 Pfeil Keith W

(Last) (First) (Middle)

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)  
 11/06/2018

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)  
 Exec. VP and CFO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call (Stock) Option	\$ 13.39	11/06/2018	A	10,000					(1)	11/06/2028	Common Stock (\$ .10 par value)	10,000
Restricted Stock Units	\$ 0	11/06/2018	A	10,000					(2)	(2)	Common Stock (\$ .10 par value)	10,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pfeil Keith W CSS INDUSTRIES, INC. 450 PLYMOUTH ROAD, SUITE 300 PLYMOUTH MEETING, PA 19462			Exec. VP and CFO	

**Signatures**

Michael A.. Santivaschi, attorney  
in fact  
11/08/2018  
\*\*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) Subject to the satisfaction of service-based vesting conditions, the Stock Options will vest and become exercisable in installments of 25% per year on each of the 1st, 2nd, 3rd and 4th anniversaries of the grant date and remain exercisable until the expiration date.
- (2) Subject to the satisfaction of service-based vesting conditions, 25% of the Restricted Stock Units (RSUs) will vest on each of the 1st, 2nd, 3rd and 4th anniversaries of the grant date. Upon vesting, RSUs are automatically converted into shares of Issuer common stock on a 1-to-1 basis.

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.