

SANYOUR MICHAEL L
Form 4
May 11, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SANYOUR MICHAEL L

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 CMS COMPANIES, 1926
ARCH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2005

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

(Street)

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

PHILADELPHIA, PA 19103

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock (\$.10 par value) | 05/09/2005 | | M | | 6,000 A \$ 16.08 | 9,580 (1) | D |
| Common Stock (\$.10 par value) | 05/09/2005 | | M | | 6,000 A \$ 22 | 15,580 | D |
| Common Stock (\$.10 par value) | 05/09/2005 | | M | | 6,000 A \$ 19.71 | 21,580 | D |
| Common Stock (\$.10 par value) | 05/09/2005 | | M | | 6,000 A \$ 14.25 | 27,580 | D |

par value)

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock (\$.10 par value) | 05/09/2005 | M | 6,000 | A | \$ 12.71 | 33,580 | D |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock (\$.10 par value) | 05/09/2005 | M | 4,500 | A | \$ 18.86 | 38,080 | D |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock (\$.10 par value) | 05/09/2005 | M | 3,000 | A | \$ 23.27 | 41,080 | D |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock (\$.10 par value) | 05/09/2005 | M | 1,500 | A | \$ 29.71 | 42,580 | D |
|--------------------------------------|------------|---|-------|---|-------------|--------|---|

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.

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 (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 | |
|---|--|---|---|--------------------------------------|---|--|---|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Call (Stock) Option | \$ 16.08 | 05/09/2005 | | M | 6,000 | 11/30/1997 ⁽²⁾ | 11/30/2006 | Common Stock | 6,000 |
| Call (Stock) Option | \$ 22 | 05/09/2005 | | M | 6,000 | 11/28/1998 ⁽²⁾ | 11/28/2007 | Common Stock | 6,000 |
| Call (Stock) Option | \$ 19.71 | 05/09/2005 | | M | 6,000 | 11/30/1999 ⁽²⁾ | 11/30/2008 | Common Stock | 6,000 |
| Call (Stock) | \$ 14.25 | 05/09/2005 | | M | 6,000 | 11/30/2000 ⁽²⁾ | 11/30/2009 | Common Stock | 6,000 |

| | | | | | | | | | |
|---------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|--|
| Option | | | | | | | | | |
| Call (Stock) Option | \$ 12.71 | 05/09/2005 | M | 6,000 | 12/01/2001 ⁽²⁾ | 12/01/2010 | Common Stock | 6,000 | |
| Call (Stock) Option | \$ 18.86 | 05/09/2005 | M | 4,500 | 11/30/2002 ⁽²⁾ | 11/30/2011 | Common Stock | 4,500 | |
| Call (Stock) Option | \$ 23.27 | 05/09/2005 | M | 3,000 | 11/29/2003 ⁽²⁾ | 11/29/2012 | Common Stock | 3,000 | |
| Call (Stock) Option | \$ 29.71 | 05/09/2005 | M | 1,500 | 11/28/2004 ⁽²⁾ | 11/28/2013 | Common Stock | 1,500 | |

Reporting Owners

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

Signatures

Candice B. Cohen, Attorney
in Fact 05/11/2005

__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 the three for two stock split paid on July 10, 2003.

(2) 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.