

CSS INDUSTRIES INC
Form SC 13D/A
April 04, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

CSS INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

178666 10 3

(CUSIP Number)

Alan Singer, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5224

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 23, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and two copies of the Schedule including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,135,275 Shares
	8	SHARED VOTING POWER 330,900 Shares
	9	SOLE DISPOSITIVE POWER 2,135,275 Shares
	10	SHARED DISPOSITIVE POWER 330,900 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,466,175 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
23.8%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Delv, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 750,000 Shares
	8	SHARED VOTING POWER 0 Shares
	9	SOLE DISPOSITIVE POWER 750,000 Shares
	10	SHARED DISPOSITIVE POWER 0 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.2%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Trust FBO Ellen B. Kurtzman under the 2002 Farber Children's Trusts dated December 12, 2002

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 750,000 Shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 750,000 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.2%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust FBO David M. Farber under the 2002 Farber Children's
Trusts dated December 12, 2002

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 750,000 Shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 750,000 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.2%

14 TYPE OF REPORTING PERSON*
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Jack Farber 2003 Irrevocable Trust dated December 15, 2003

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 765,151 Shares
	8	SHARED VOTING POWER 0 Shares
	9	SOLE DISPOSITIVE POWER 765,151 Shares
	10	SHARED DISPOSITIVE POWER 0 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
765,151 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.4%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Vivian Farber 2003 Irrevocable Trust dated December 15, 2003

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 351,042 Shares
	8	SHARED VOTING POWER 0 Shares
	9	SOLE DISPOSITIVE POWER 351,042 Shares
	10	SHARED DISPOSITIVE POWER 0 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
351,042 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.4%

14 TYPE OF REPORTING PERSON*
OO

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This Amendment No. 4 amends the Schedule 13D, as previously amended, filed by Ellen B. Kurtzman, Delv, L.P. (the "Partnership"), Trust FBO Ellen B. Kurtzman under The 2002 Farber Children's Trusts dated December 12, 2002 (the "EBK Trust"), Trust FBO David M. Farber under The 2002 Farber Children's Trusts dated December 12, 2002 (the "DMF Trust," and together with the EBK Trust, the "Children's Trusts"), The Jack Farber 2003 Irrevocable Trust dated December 15, 2003 (the "Jack Farber Trust") and The Vivian Farber 2003 Irrevocable Trust dated December 15, 2003 (the "Vivian Farber Trust") with respect to the common stock, par value \$.10 per share ("Common Stock") of CSS Industries, Inc., a Delaware corporation ("CSS").

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Ellen B. Kurtzman may be deemed to beneficially own 2,466,175 shares of Common Stock (23.8 percent of the issued and outstanding Common Stock of CSS, based upon information provided by the CSS indicating that 10,384,534 shares of Common Stock were issued and outstanding on March 16, 2005). Of that amount, she has sole voting and investment power with regard to 2,135,275 shares and shared voting and investment power with regard to 330,900 shares. The shares as to which Ellen B. Kurtzman has sole voting and investment power are as follows:

- o 83,667 shares of Common Stock owned directly.
- o 136,776 shares of Common Stock held by the Farber Family Charitable Lead Annuity Trust (the "Farber Charitable Trust"), of which Ellen B. Kurtzman is the sole trustee.
- o 750,000 shares of Common Stock (7.2 percent of the issued and outstanding Common Stock of CSS) owned by the Partnership. Ellen B. Kurtzman exercises voting and investment power through Delv, Inc. (the "General Partner"), a Delaware corporation and general partner of the Partnership, which has the sole voting and investment power with regard to the shares of Common Stock owned by the Partnership. One-half of the outstanding common stock of the General Partner is held by each of the Children's Trusts, for which Ellen B. Kurtzman serves as sole trustee. As a result, the Children's Trusts may be deemed to have shared voting and investment power with regard to the 750,000 shares held by the Partnership. Ellen B. Kurtzman also is the sole director of the General Partner and serves as the President, Secretary and Treasurer of the General Partner. In that capacity, Ellen B. Kurtzman has the power to act on behalf of the General Partner to vote and dispose of shares held by the Partnership. The General Partner holds a 0.1 percent interest in the Partnership, and the remaining 99.9 percent interest in the Partnership is owned by the 2003 Farber Family Trust (the "2003 Trust"), of which Ellen B. Kurtzman is the sole trustee. Because the limited partners of the Partnership, in their capacity as limited partners, do not have power to vote or dispose of the shares of Common Stock held by the Partnership, the 2003 Trust is not deemed to have voting or investment power with respect to the Common Stock held by the Partnership. The 2003 Trust does not otherwise have voting or investment power with respect to any shares of Common Stock.

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- o 765,151 shares (7.4 percent of the issued and outstanding stock of CSS) held by the Jack Farber Trust, of which Ellen B. Kurtzman is the sole trustee and Jack Farber is the sole beneficiary.
- o 351,042 shares held by the Vivian Farber Trust, of which Ellen B. Kurtzman is the sole trustee and Vivian Farber is the sole beneficiary.

Ellen B. Kurtzman may also be deemed to have sole voting and investment power with respect to 48,639 shares held by the Farber Family Foundation, Inc., a charitable foundation (the "Farber Family Foundation"). As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. Although she is including shares held by the Farber Family Foundation in her beneficial ownership for purposes of this Amendment No. 4, Ellen B. Kurtzman continues to disclaim any beneficial ownership in the shares held by the Farber Family Foundation.

In addition, Ellen B. Kurtzman shares voting and investment power with respect to the following shares of common stock:

- o 83,475 shares of Common Stock owned by trusts for the benefit of two of her children, for which she serves as co-trustee with her mother.
- o 89,714 shares of Common Stock owned by two trusts (the "Two Trusts"), one for the benefit of her son and one for the benefit of her nephew, for which she serves as co-trustee with her brother.

Ellen B. Kurtzman may also be deemed to share voting and investment power with regard to 157,711 shares owned by the Farber Family Foundation. Ellen B. Kurtzman, Jack Farber, her father, Vivian Farber, her mother and David M Farber, her brother are members, officers and directors of the Farber Family Foundation. As noted above, as a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. Ellen B. Kurtzman disclaims any beneficial ownership in the shares held by the Farber Family Foundation. Additional information relating to Jack Farber, Vivian Farber and David M. Farber is set forth in Appendix A to this schedule.

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On February 23, 2005, the Jack Farber Trust contributed 100,000 shares of Common Stock to Jack Farber.

In connection with an issuer tender offer by CSS, which was completed on March 16, 2005, Ellen B. Kurtzman sold 77,920 shares of Common Stock; the Farber Family Foundation sold 82,874 shares of Common Stock (including 39,585 shares over which Ellen B. Kurtzman had sole voting and investment power); and the Two Trusts each sold 43,289 shares of Common Stock.

In addition, subsequent to the filing date of Amendment No. 3 to the Schedule 13D, the Farber Family Foundation sold an aggregate of 44,500 shares of Common Stock as follows:

DATE OF SALE	NUMBER OF SHARES	PRICE PER SHARE (\$)
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January 18, 2005	7,700	32.00
January 19, 2005	11,500	32.00
January 19, 2005	1,000	32.02
January 25, 2005	4,300	32.00
January 25, 2005	5,000	32.00
March 15, 2005	5,000	33.55
March 21, 2005	4,800	33.60
March 21, 2005	200	33.61
March 28, 2005	1,000	34.80
March 28, 2005	2,000	34.60
March 28, 2005	600	34.70
March 28, 2005	400	34.72
March 29, 2005	1,000	34.63

The sales by the Farber Family Foundation listed in the table above were effected in the public trading markets pursuant to a plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

/s/ Ellen B. Kurtzman

Ellen B. Kurtzman

DELV, L.P.

By: DELV, INC., its General Partner

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, President

TRUST FBO ELLEN B. KURTZMAN
UNDER THE 2002 FARBER CHILDREN'S TRUSTS
DATED DECEMBER 12, 2002

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

TRUST FBO DAVID M. FARBER
UNDER THE 2002 FARBER CHILDREN'S TRUSTS
DATED DECEMBER 12, 2002

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

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THE JACK FARBER 2003 IRREVOCABLE TRUST
DATED DECEMBER 15, 2003

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

THE VIVIAN FARBER 2003 IRREVOCABLE TRUST
DATED DECEMBER 15, 2003

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

Date: April 4, 2005

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APPENDIX A

Name	Address	Present principal occupation or emp and name, principal business and add any corporation or other organizat which such employment is conduc
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Jack Farber	CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103	Chairman of the Board of Directors, CSS Inc. (the issuer - a manufacturer and s seasonal and social expression products 1845 Walnut Street, Philadelphia, PA 19
Vivian Farber	3056 Miro Drive North Palm Beach Gardens, FL 33410	Private investor
David M. Farber	Marshall Auto Sales 6050 Old York Road Philadelphia, PA 19141	President, Marshall Auto Sales (an auto 6050 Old York Road, Philadelphia, PA 19

During the last five years, none of the persons listed above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the persons listed above was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandatory activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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All of the persons listed above are United States citizens.