

Edgar Filing: CSS INDUSTRIES INC - Form SC 13D/A

CSS INDUSTRIES INC
Form SC 13D/A
June 24, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

CSS INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

125906 10 7

(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)

May 20, 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

(Page 1 of 12 Pages)

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 2 of 13 PAGES

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

Ellen B. Kurtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

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(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)		<input type="checkbox"/> [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America	
	NUMBER OF SHARES BENEFIC- IALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	2,035,275 Shares
		8 SHARED VOTING POWER	270,900 Shares
		9 SOLE DISPOSITIVE POWER	2,035,275 Shares
		10 SHARED DISPOSITIVE POWER	270,900 Shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		2,306,175 Shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		<input type="checkbox"/> [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		22.1%
14	TYPE OF REPORTING PERSON*	IN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 125906 10 7

 SCHEDULE 13D
 PAGE 3 of 13 PAGES

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Delv, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input type="checkbox"/> [_] (b) <input checked="" type="checkbox"/> [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)		<input type="checkbox"/> [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	

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NUMBER OF SHARES BENEFIC- IALLY 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*		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		7.2%
14	TYPE OF REPORTING PERSON*	PN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 4 of 13 PAGES

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	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)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
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)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America	
NUMBER OF SHARES BENEFIC- IALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER	0 Shares
	8	SHARED VOTING POWER	750,000 Shares
	9	SOLE DISPOSITIVE POWER	0 Shares

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PERSON
WITH

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*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	7.2%
14	TYPE OF REPORTING PERSON*	OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 5 of 13 PAGES

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)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
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)	<input type="checkbox"/>	
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*	<input type="checkbox"/>	

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

14 TYPE OF REPORTING PERSON* OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 6 of 13 PAGES

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)

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 BENEFIC- IALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	665,151 Shares
	8	SHARED VOTING POWER	0 Shares
	9	SOLE DISPOSITIVE POWER	665,151 Shares
	10	SHARED DISPOSITIVE POWER	0 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 665,151 Shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.4%

14 TYPE OF REPORTING PERSON* OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 7 of 13 PAGES

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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)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
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)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States of America	
	NUMBER OF SHARES BENEFIC- IALLY 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*		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.4%	
14	TYPE OF REPORTING PERSON*	OO	

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CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 8 of 13 PAGES

This Amendment No. 5 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

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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 2,306,175 shares of Common Stock (22.1 percent of the issued and outstanding Common Stock of CSS, based upon information provided by the CSS in its annual report on Form 10-K for the fiscal year ended March 31, 2005 indicating that 10,432,047 shares of Common Stock were issued and outstanding on May 25, 2005). Of that amount, she has sole voting and investment power with regard to 2,035,275 shares and shared voting and investment power with regard to 270,900 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 over these shares 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

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 9 of 13 PAGES

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.

- o 665,151 shares (6.4 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

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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. Ellen B. Kurtzman disclaims 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, 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 97,711 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.

On May 20, 2005, the Jack Farber Trust contributed 100,000 shares of Common Stock to Jack Farber.

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 10 of 13 PAGES

In addition, subsequent to the filing date of Amendment No. 4 to the Schedule 13D, the Farber Family Foundation sold an aggregate of 60,000 shares of Common Stock as follows:

DATE OF SALE	NUMBER OF SHARES	PRICE PER SHARE (\$)
-----	-----	-----
April 4, 2005	200	34.21
April 4, 2005	300	34.48
April 4, 2005	1,600	34.43
April 4, 2005	2,500	34.44
April 4, 2005	400	34.50
April 12, 2005	2,000	34.85
April 12, 2005	600	35.04
April 13, 2005	1,500	35.03
April 13, 2005	100	35.10

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April 14, 2005	800	34.50
April 18, 2005	5,000	33.70
April 25, 2005	200	34.00
April 26, 2005	700	33.90
April 26, 2005	1,500	33.61
April 27, 2005	600	32.73
April 27, 2005	400	32.66
April 27, 2005	100	32.78
April 27, 2005	700	32.75
April 27, 2005	800	32.91
May 2, 2005	1,700	31.93
May 2, 2005	300	32.11
May 2, 2005	300	32.14
May 3, 2005	1,900	31.99
May 3, 2005	400	32.00
May 3, 2005	400	32.03
May 9, 2005	200	31.82
May 9, 2005	500	31.83
May 9, 2005	500	31.90
May 11, 2005	1,000	31.01
May 11, 2005	800	31.06
May 11, 2005	1,000	31.21
May 11, 2005	500	31.30
May 11, 2005	500	31.34
May 16, 2005	1,000	30.02
May 16, 2005	1,400	30.05
May 16, 2005	300	30.03
May 16, 2005	1,000	30.11
May 18, 2005	1,000	30.00
May 18, 2005	300	30.01
May 23, 2005	4,000	30.65
May 23, 2005	500	30.69

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 11 of 13 PAGES

DATE OF SALE	NUMBER OF SHARES	PRICE PER SHARE (\$)
-----	-----	-----
May 23, 2005	500	30.70
May 31, 2005	3,000	30.85
May 31, 2005	1,000	30.88
May 31, 2005	1,000	31.00
June 6, 2005	2,000	31.50
June 6, 2005	1,000	31.60
June 7, 2005	500	31.82
June 7, 2005	100	31.95
June 7, 2006	400	31.91
June 8, 2005	700	31.71
June 8, 2005	100	31.74
June 8, 2005	200	31.80
June 13, 2005	1,200	31.30
June 13, 2005	800	31.34
June 13, 2005	2,000	31.35
June 13, 2005	1,000	31.59
June 20, 2005	100	32.21
June 20, 2005	4900	32.20

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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.

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 12 of 13 PAGES

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

THE JACK FARBER 2003 IRREVOCABLE
TRUST DATED DECEMBER 15, 2003

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

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THE VIVIAN FARBER 2003 IRREVOCABLE
TRUST DATED DECEMBER 15, 2003

By: /s/ Ellen B. Kurtzman

Ellen B. Kurtzman, Trustee

Date: June 23, 2005

CUSIP NO. 125906 10 7

SCHEDULE 13D

PAGE 13 of 13 PAGES

APPENDIX A

Name	Address	Present principal employment and business and a corporation or other which such employ
-----	-----	-----
Jack Farber	CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103	Chairman of the Board of Industries, Inc. (the is and seller of seasonal a products), 1845 Walnut S PA 19103
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 dealer), 6050 Old York R 19141

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.

All of the persons listed above are United States citizens.