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CSS INDUSTRIES INC
Form SC 13D/A
January 18, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 32) (1)

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)

July 12, 2004

(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.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | | |
|----|--|--------------------------|---|
| 1 | NAMES OF REPORTING PERSONS | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | Jack Farber | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (A) | <input type="checkbox"/> |
| | | (B) | <input type="checkbox"/> |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS PF, 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 78,510 Shares |
| | | 8 | SHARED VOTING POWER 518,954 Shares |
| | | 9 | SOLE DISPOSITIVE POWER 78,510 Shares |
| | | 10 | SHARED DISPOSITIVE POWER 518,954 Shares |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 597,464 Shares |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | | <input checked="" type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 5.0% |
| 14 | TYPE OF REPORTING PERSON* | | IN |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 32 amends the Schedule 13D filed by Jack Farber with respect to shares of common stock, par value \$.10 per share, ("Common Stock") of CSS Industries, Inc., a Delaware corporation ("CSS"), as such statement has been amended from time to time.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Jack Farber may be deemed to beneficially own 597,464 shares of Common Stock (5.0% of the issued and outstanding Common Stock of CSS, based upon information set forth in CSS' Form 10-Q for the quarter ended September 30, 2004 indicating that 11,943,592 shares of Common Stock were issued and outstanding on October 28, 2004). Of that amount, he has sole voting and investment power with regard to 78,510 shares of Common Stock that he owns directly and may be deemed to have shared voting and investment power with regard to 518,954 shares of Common Stock. Shares as to which he has shared voting and investment power

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include the following:

- o 158,303 shares of Common Stock held by a trust for the benefit of David M. Farber, Jack Farber's son, for which Jack Farber and David M. Farber are co-trustees (the "David Farber Trust"). A majority of the trustees of the David Farber Trust is required to vote or dispose of the shares of Common Stock owned by the David Farber Trust; and
- o 83,475 shares of Common Stock owned by trusts for the benefit of two of Jack Farber's grandchildren (together, the "Grandchildren Trusts"), for which Jack Farber's wife serves as co-trustee with his daughter.

In addition, Jack Farber may be deemed to share voting and investment power with respect to shares of Common Stock held by the following entities. Jack Farber disclaims beneficial ownership with regard to these shares:

- o 245,500 shares held by the Farber Family Foundation, Inc. (the "Farber Family Foundation"). Jack Farber, Vivian Farber, his wife, Ellen B. Kurtzman, his daughter and David M. Farber, his son, are the members, officers and directors of the Farber Family Foundation, which is a charitable foundation. As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. The shares described above in this paragraph do not include 88,224 shares that are held by the Farber Family Foundation with respect to which Ellen B. Kurtzman has sole voting and investment power.
- o 31,676 shares held by the Farber Foundation, Inc. (the "Farber Foundation"). Jack Farber, Steven V. Dubin, an officer and director of CSS, and Clifford E. Pietrafitta, an officer of CSS, are members of, and together with David J. M. Erskine, a director and officer of CSS, are directors of, the Farber Foundation, which is a charitable foundation. As a matter of policy, the Farber Foundation does not vote the shares of common stock that it owns.

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Additional information regarding the persons other than Jack Farber identified in this item is contained in Appendix A attached hereto.

The shares referenced as being beneficially owned by Jack Farber do not include shares owned by the Farber Family Charitable Lead Annuity Trust (the "Farber Charitable Trust"). Ellen B. Kurtzman is the sole trustee of the Farber Charitable Trust.

Following the date of the last transaction reported in Amendment No. 31 to Jack Farber's Schedule 13D, each of Jack Farber and the Farber Family Foundation acquired 50,000 shares of Common Stock on November 8, 2004 as a result of contributions made by the Jack Farber 2003 Irrevocable Trust dated December 15, 2003 (the "2003 Trust"). Ellen B. Kurtzman is the sole trustee of the 2003 Trust. In addition, Jack Farber and the Farber Family Foundation sold an aggregate of 316,500 shares of Common Stock as follows:

JACK FARBER

| DATE OF SALE | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|--------------|------------------|----------------------|
| ----- | ----- | ----- |

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| | | |
|----------------|-------|-------|
| April 5, 2004 | 100 | 33.31 |
| April 5, 2004 | 200 | 33.39 |
| April 5, 2004 | 500 | 33.45 |
| April 5, 2004 | 100 | 33.49 |
| April 6, 2004 | 700 | 33.40 |
| April 6, 2004 | 600 | 33.42 |
| April 6, 2004 | 1,300 | 33.43 |
| April 6, 2004 | 500 | 33.50 |
| April 6, 2004 | 1,000 | 33.53 |
| April 6, 2004 | 500 | 33.55 |
| April 6, 2004 | 500 | 33.60 |
| April 12, 2004 | 1,000 | 33.65 |
| April 12, 2004 | 700 | 33.74 |
| April 13, 2004 | 200 | 33.50 |
| April 13, 2004 | 200 | 33.55 |
| April 13, 2004 | 100 | 33.75 |
| April 14, 2004 | 500 | 33.41 |
| April 14, 2004 | 500 | 33.35 |
| April 14, 2004 | 2,800 | 33.40 |
| April 19, 2004 | 2,300 | 34.00 |
| April 20, 2004 | 1,000 | 34.05 |
| April 22, 2004 | 2,000 | 34.10 |
| April 22, 2004 | 300 | 34.64 |
| April 22, 2004 | 100 | 34.63 |
| April 22, 2004 | 300 | 34.61 |
| April 26, 2004 | 100 | 35.00 |

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JACK FARBER (CONTINUED)

| DATE OF SALE ----- | NUMBER OF SHARES ----- | PRICE PER SHARE (\$) ----- |
|-----------------------|------------------------------|----------------------------------|
| April 27, 2004 | 600 | 34.92 |
| April 27, 2004 | 1,200 | 34.95 |
| April 27, 2004 | 200 | 34.96 |
| April 27, 2004 | 400 | 35.00 |
| April 28, 2004 | 1,400 | 34.73 |
| April 29, 2004 | 1,500 | 35.00 |
| April 29, 2004 | 600 | 34.90 |
| May 3, 2004 | 400 | 34.10 |
| May 3, 2004 | 100 | 34.11 |
| May 3, 2004 | 300 | 34.19 |
| May 3, 2004 | 200 | 34.21 |
| May 3, 2004 | 500 | 34.24 |
| May 3, 2004 | 500 | 34.25 |
| May 3, 2004 | 1,000 | 34.76 |
| May 3, 2004 | 1,000 | 34.85 |
| May 3, 2004 | 1,000 | 35.00 |
| May 4, 2004 | 900 | 35.00 |
| May 4, 2004 | 100 | 35.11 |
| May 11, 2004 | 1,000 | 33.53 |
| May 11, 2004 | 1,000 | 33.55 |
| May 11, 2004 | 1,000 | 33.56 |
| May 11, 2004 | 1,000 | 33.59 |
| May 11, 2004 | 500 | 33.65 |
| May 11, 2004 | 1,000 | 33.66 |
| May 11, 2004 | 500 | 33.75 |

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| | | |
|--------------|-------|-------|
| May 17, 2004 | 5,100 | 34.00 |
| May 18, 2004 | 900 | 34.00 |
| May 24, 2004 | 1,000 | 35.15 |
| May 24, 2004 | 1,900 | 35.19 |
| May 24, 2004 | 1,100 | 35.20 |
| May 24, 2004 | 1,000 | 35.25 |
| May 25, 2004 | 1,000 | 35.55 |
| June 1, 2004 | 1,000 | 34.70 |
| June 1, 2004 | 1,000 | 34.80 |
| June 1, 2004 | 1,000 | 35.00 |
| June 1, 2004 | 1,000 | 35.20 |
| June 2, 2004 | 1,800 | 35.15 |
| June 2, 2004 | 200 | 35.20 |
| June 7, 2004 | 900 | 34.60 |
| June 7, 2004 | 100 | 34.62 |
| June 9, 2004 | 2,000 | 33.97 |
| June 9, 2004 | 3,000 | 34.00 |

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JACK FARBER (CONTINUED)

| DATE OF SALE | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|---------------|---------------------|-------------------------|
| ----- | ----- | ----- |
| June 14, 2004 | 1,000 | 35.19 |
| June 16, 2004 | 1,900 | 35.00 |
| June 16, 2004 | 100 | 35.03 |
| June 16, 2004 | 1,000 | 35.12 |
| June 17, 2004 | 1,900 | 34.90 |
| June 17, 2004 | 100 | 34.96 |
| June 21, 2004 | 200 | 34.82 |
| June 22, 2004 | 1,800 | 34.80 |
| June 23, 2004 | 1,000 | 34.85 |
| June 23, 2004 | 200 | 34.99 |
| June 24, 2004 | 2,800 | 34.99 |
| June 28, 2004 | 500 | 35.60 |
| June 29, 2004 | 100 | 35.39 |
| June 30, 2004 | 1,800 | 35.00 |
| June 30, 2004 | 200 | 35.01 |
| June 30, 2004 | 1,000 | 35.10 |
| July 1, 2004 | 200 | 34.74 |
| July 1, 2004 | 900 | 34.70 |
| July 2, 2004 | 600 | 34.65 |
| July 2, 2004 | 700 | 34.66 |
| July 8, 2004 | 1,600 | 34.02 |
| July 8, 2004 | 400 | 34.03 |
| July 9, 2004 | 600 | 33.60 |
| July 12, 2004 | 1,700 | 33.45 |
| July 12, 2004 | 2,700 | 33.40 |
| July 12, 2004 | 100 | 33.61 |
| July 12, 2004 | 400 | 33.60 |
| July 12, 2004 | 100 | 33.51 |
| July 12, 2004 | 400 | 33.50 |
| July 12, 2004 | 200 | 33.69 |
| July 12, 2004 | 1,200 | 33.62 |
| July 12, 2004 | 100 | 33.46 |
| July 13, 2004 | 2,000 | 33.36 |
| July 13, 2004 | 200 | 33.46 |

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| | | |
|---------------|-----|-------|
| July 13, 2004 | 300 | 33.60 |
| July 20, 2004 | 400 | 33.15 |
| July 20, 2004 | 100 | 33.16 |
| July 20, 2004 | 400 | 33.25 |
| July 20, 2004 | 100 | 33.26 |
| July 20, 2004 | 300 | 33.33 |
| July 20, 2004 | 200 | 33.34 |
| July 20, 2004 | 400 | 33.35 |

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JACK FARBER (CONTINUED)

| DATE OF SALE | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|-----------------|---------------------|-------------------------|
| ----- | ----- | ----- |
| July 20, 2004 | 100 | 33.36 |
| July 21, 2004 | 1,500 | 33.00 |
| July 21, 2004 | 100 | 33.04 |
| July 21, 2004 | 800 | 33.15 |
| July 21, 2004 | 100 | 33.20 |
| July 22, 2004 | 1,300 | 32.90 |
| July 22, 2004 | 200 | 32.93 |
| July 27, 2004 | 100 | 31.27 |
| July 27, 2004 | 300 | 31.28 |
| July 27, 2004 | 1,600 | 31.29 |
| July 27, 2004 | 2,000 | 31.35 |
| July 27, 2004 | 300 | 31.36 |
| July 28, 2004 | 1,000 | 31.04 |
| July 28, 2004 | 200 | 30.74 |
| July 28, 2004 | 500 | 30.87 |
| August 2, 2004 | 1,500 | 31.00 |
| August 2, 2004 | 400 | 31.01 |
| August 2, 2004 | 1,000 | 31.10 |
| August 2, 2004 | 100 | 31.15 |
| August 3, 2004 | 200 | 30.50 |
| August 4, 2004 | 1,000 | 29.74 |
| August 4, 2004 | 1,000 | 29.75 |
| August 4, 2004 | 800 | 29.77 |
| August 9, 2004 | 3,000 | 29.27 |
| August 10, 2004 | 3,000 | 29.23 |
| August 16, 2004 | 1,900 | 30.00 |
| August 16, 2004 | 700 | 30.01 |
| August 16, 2004 | 100 | 30.10 |
| August 17, 2004 | 2,100 | 29.90 |
| August 17, 2004 | 200 | 29.91 |
| August 17, 2004 | 500 | 29.94 |
| August 17, 2004 | 500 | 30.05 |
| August 23, 2004 | 800 | 31.17 |
| August 24, 2004 | 3,000 | 30.89 |
| August 24, 2004 | 100 | 30.90 |
| August 25, 2004 | 2,100 | 30.60 |
| August 30, 2004 | 3,000 | 30.09 |
| August 30, 2004 | 100 | 30.21 |
| August 30, 2004 | 300 | 30.34 |
| August 30, 2004 | 600 | 30.33 |
| August 30, 2004 | 1,300 | 30.37 |
| August 30, 2004 | 400 | 30.35 |

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JACK FARBER (CONTINUED)

| DATE OF SALE ----- | NUMBER OF SHARES ----- | PRICE PER SHARE (\$) ----- |
|-----------------------|------------------------------|----------------------------------|
| August 30, 2004 | 200 | 30.65 |
| August 30, 2004 | 100 | 30.74 |
| September 7, 2004 | 1,000 | 31.41 |
| September 7, 2004 | 1,000 | 31.45 |
| September 7, 2004 | 1,000 | 31.52 |
| September 8, 2004 | 300 | 31.75 |
| September 8, 2004 | 700 | 31.65 |
| September 9, 2004 | 100 | 31.07 |
| September 9, 2004 | 100 | 31.06 |
| September 9, 2004 | 1,800 | 31.05 |
| September 13, 2004 | 1,500 | 31.15 |
| September 13, 2004 | 800 | 31.16 |
| September 13, 2004 | 2,000 | 31.18 |
| September 13, 2004 | 1,200 | 31.20 |
| September 13, 2004 | 500 | 31.23 |
| September 22, 2004 | 6,000 | 30.14 |
| September 27, 2004 | 6,000 | 29.52 |
| October 4, 2004 | 3,800 | 31.70 |
| October 4, 2004 | 100 | 31.71 |
| October 4, 2004 | 2,100 | 31.80 |
| October 11, 2004 | 600 | 30.94 |
| October 11, 2004 | 300 | 31.00 |
| October 11, 2004 | 100 | 31.02 |
| October 12, 2004 | 100 | 30.70 |
| October 12, 2004 | 1,400 | 30.71 |
| October 12, 2004 | 600 | 30.74 |
| October 12, 2004 | 1,000 | 30.75 |
| October 12, 2004 | 1,900 | 30.80 |
| October 20, 2004 | 2,000 | 29.75 |
| October 20, 2004 | 1,000 | 29.76 |
| October 20, 2004 | 600 | 29.83 |
| October 20, 2004 | 1,000 | 30.02 |
| October 21, 2004 | 500 | 29.70 |
| October 21, 2004 | 400 | 29.71 |
| October 21, 2004 | 500 | 29.72 |
| October 26, 2004 | 400 | 31.02 |
| October 27, 2004 | 3,100 | 31.00 |
| October 27, 2004 | 300 | 31.02 |
| October 27, 2004 | 1,000 | 31.05 |
| October 27, 2004 | 500 | 31.07 |
| October 27, 2004 | 500 | 31.10 |
| October 27, 2004 | 200 | 31.15 |

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JACK FARBER (CONTINUED)

| DATE OF SALE ----- | NUMBER OF SHARES ----- | PRICE PER SHARE (\$) ----- |
|-----------------------|------------------------------|----------------------------------|
|-----------------------|------------------------------|----------------------------------|

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| | | |
|-------------------|-------|-------|
| November 1, 2004 | 300 | 30.88 |
| November 1, 2004 | 1,700 | 30.89 |
| November 1, 2004 | 2,000 | 30.95 |
| November 1, 2004 | 1,000 | 31.00 |
| November 1, 2004 | 1,000 | 31.13 |
| November 8, 2004 | 2,000 | 31.80 |
| November 9, 2004 | 800 | 31.92 |
| November 9, 2004 | 100 | 31.90 |
| November 9, 2004 | 1,800 | 31.96 |
| November 10, 2004 | 400 | 31.85 |
| November 10, 2004 | 500 | 31.95 |
| November 10, 2004 | 100 | 31.96 |
| November 10, 2004 | 300 | 32.00 |
| November 16, 2004 | 600 | 31.60 |
| November 16, 2004 | 1,000 | 31.70 |
| November 16, 2004 | 3,000 | 31.75 |
| November 16, 2004 | 500 | 31.76 |
| November 16, 2004 | 100 | 31.77 |
| November 17, 2004 | 200 | 31.76 |
| November 17, 2004 | 200 | 31.78 |
| November 17, 2004 | 400 | 31.79 |
| November 22, 2004 | 1,900 | 31.60 |
| November 22, 2004 | 100 | 31.61 |
| November 22, 2004 | 1,300 | 31.62 |
| November 22, 2004 | 200 | 31.63 |
| November 22, 2004 | 500 | 31.70 |
| November 22, 2004 | 500 | 31.72 |
| November 22, 2004 | 500 | 31.78 |
| November 22, 2004 | 800 | 31.81 |
| November 22, 2004 | 200 | 31.82 |
| November 29, 2004 | 400 | 31.88 |
| November 29, 2004 | 3,100 | 31.87 |
| November 29, 2004 | 1,400 | 31.90 |
| November 29, 2004 | 100 | 31.91 |
| November 29, 2004 | 1,000 | 31.97 |
| December 7, 2004 | 2,000 | 31.40 |
| December 7, 2004 | 800 | 31.55 |
| December 7, 2004 | 100 | 31.56 |
| December 7, 2004 | 100 | 31.57 |
| December 7, 2004 | 1,200 | 31.65 |
| December 7, 2004 | 1,000 | 31.71 |
| December 7, 2004 | 300 | 31.75 |

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JACK FARBER (CONTINUED)

| DATE OF SALE | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|-------------------|---------------------|-------------------------|
| ----- | ----- | ----- |
| December 8, 2004 | 500 | 31.34 |
| December 13, 2004 | 1,000 | 31.51 |
| December 14, 2004 | 1,000 | 31.45 |
| December 14, 2004 | 200 | 31.46 |
| December 14, 2004 | 1,000 | 31.47 |
| December 15, 2004 | 1,300 | 31.30 |
| December 15, 2004 | 200 | 31.37 |
| December 15, 2004 | 500 | 31.38 |
| December 15, 2004 | 700 | 31.42 |
| December 15, 2004 | 100 | 31.45 |

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| | | |
|-------------------|---------|-------|
| December 20, 2004 | 200 | 31.80 |
| December 21, 2004 | 1,100 | 31.24 |
| December 21, 2004 | 400 | 31.31 |
| December 21, 2004 | 100 | 31.32 |
| December 21, 2004 | 1,000 | 31.30 |
| December 21, 2004 | 200 | 31.52 |
| December 21, 2004 | 800 | 31.51 |
| December 22, 2004 | 2,200 | 31.53 |
| December 27, 2004 | 100 | 31.38 |
| December 27, 2004 | 400 | 31.42 |
| December 27, 2004 | 400 | 31.45 |
| December 27, 2004 | 100 | 31.46 |
| December 27, 2004 | 600 | 31.53 |
| December 27, 2004 | 1,100 | 31.55 |
| December 27, 2004 | 100 | 31.62 |
| December 28, 2004 | 700 | 31.31 |
| December 28, 2004 | 500 | 31.32 |
| December 29, 2004 | 500 | 31.16 |
| December 29, 2004 | 200 | 31.19 |
| December 29, 2004 | 100 | 31.24 |
| December 30, 2004 | 1,200 | 31.25 |
| January 3, 2005 | 1,100 | 31.25 |
| January 3, 2005 | 1,200 | 31.31 |
| January 3, 2005 | 100 | 31.65 |
| January 4, 2005 | 2,800 | 31.35 |
| January 4, 2005 | 700 | 31.36 |
| January 4, 2005 | 100 | 31.37 |
| January 10, 2005 | 3,000 | 31.65 |
| January 10, 2005 | 3,000 | 31.89 |
| TOTAL | 246,000 | |

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FARBER FAMILY FOUNDATION

| DATE OF SALE | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|---------------|---------------------|-------------------------|
| ----- | ----- | ----- |
| June 1, 2004 | 800 | \$34.75 |
| June 1, 2004 | 1,200 | \$34.85 |
| June 1, 2004 | 1,300 | \$35.20 |
| June 1, 2004 | 100 | \$35.23 |
| June 1, 2004 | 800 | \$35.12 |
| June 2, 2004 | 800 | \$35.02 |
| June 7, 2004 | 1,000 | \$34.49 |
| June 9, 2004 | 1,000 | \$33.96 |
| June 9, 2004 | 900 | \$34.00 |
| June 9, 2004 | 100 | \$34.01 |
| June 9, 2004 | 1,000 | \$33.92 |
| June 9, 2004 | 1,000 | \$34.01 |
| June 14, 2004 | 1,000 | \$35.20 |
| June 16, 2004 | 2,000 | \$35.00 |
| June 16, 2004 | 1,000 | \$35.05 |
| June 16, 2004 | 100 | \$35.09 |
| June 17, 2004 | 800 | \$34.97 |
| June 17, 2004 | 100 | \$35.00 |
| June 21, 2004 | 1,000 | \$34.78 |
| June 22, 2004 | 3,000 | \$34.68 |
| June 23, 2004 | 1,000 | \$34.90 |
| June 28, 2004 | 500 | \$35.60 |
| June 30, 2004 | 1,000 | \$35.00 |

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| | | |
|-------------------|-------|---------|
| June 30, 2004 | 600 | \$35.15 |
| July 1, 2004 | 2,700 | \$34.70 |
| July 1, 2004 | 200 | \$34.71 |
| July 7, 2004 | 100 | \$34.41 |
| July 8, 2004 | 4,600 | \$34.00 |
| July 8, 2004 | 300 | \$34.15 |
| July 12, 2004 | 1,500 | \$33.37 |
| July 12, 2004 | 500 | \$33.50 |
| July 13, 2004 | 3,000 | \$33.40 |
| July 20, 2004 | 2,000 | \$32.95 |
| July 20, 2004 | 3,000 | \$33.00 |
| November 16, 2004 | 500 | \$32.00 |
| November 23, 2004 | 400 | \$32.00 |
| November 24, 2004 | 800 | \$32.00 |
| November 26, 2004 | 200 | \$32.00 |
| November 29, 2004 | 1,300 | \$32.00 |
| November 29, 2004 | 400 | \$32.10 |
| November 29, 2004 | 400 | \$32.11 |
| November 30, 2004 | 7,500 | \$32.00 |

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FARBER FAMILY FOUNDATION (CONTINUED)

| | | |
|-------------------|--------|---------|
| November 30, 2004 | 500 | \$32.03 |
| November 30, 2004 | 1,300 | \$32.05 |
| November 30, 2004 | 700 | \$32.13 |
| December 1, 2004 | 1,500 | \$32.02 |
| December 1, 2004 | 1,900 | \$32.08 |
| December 1, 2004 | 1,900 | \$32.10 |
| December 1, 2004 | 1,000 | \$32.13 |
| December 1, 2004 | 500 | \$32.15 |
| December 1, 2004 | 200 | \$32.18 |
| December 1, 2004 | 700 | \$32.50 |
| December 1, 2004 | 300 | \$32.51 |
| December 2, 2004 | 100 | \$32.59 |
| December 2, 2004 | 900 | \$32.49 |
| December 2, 2004 | 700 | \$32.52 |
| December 2, 2004 | 300 | \$32.60 |
| December 2, 2004 | 300 | \$32.61 |
| December 2, 2004 | 700 | \$32.58 |
| December 2, 2004 | 1,000 | \$32.70 |
| December 3, 2004 | 100 | \$32.40 |
| December 3, 2004 | 900 | \$32.45 |
| December 3, 2004 | 100 | \$32.67 |
| December 3, 2004 | 700 | \$32.57 |
| December 3, 2004 | 200 | \$32.56 |
| December 3, 2004 | 500 | \$32.54 |
| December 3, 2004 | 100 | \$32.60 |
| December 6, 2004 | 600 | \$32.02 |
| December 6, 2004 | 800 | \$32.04 |
| December 6, 2004 | 100 | \$32.13 |
| December 6, 2004 | 100 | \$32.20 |
| December 6, 2004 | 300 | \$32.21 |
| TOTAL | 70,500 | |

All of the sales by Jack Farber and the Farber Family Foundation were effected in the public trading markets pursuant to plans 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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JACK FARBER

Jack Farber

Date: January 14, 2005

CUSIP NO. 178666 10 3

SCHEDULE 13D

P

APPENDIX A

| Name | Address | Present principal occupation and name, principal business any corporation or other organization in which such employment is held |
|-------------------------|--|--|
| ----- | ----- | ----- |
| Vivian Farber | 3056 Miro Drive North Palm Beach Gardens, FL 33410 | Private investor |
| Ellen B. Kurtzman | 1105 North Market St. Wilmington, DE 19801 | Management of trusts and other investments for the benefit of family members (including a partnership that holds and manages investments), 1105 North Market Street, Wilmington, DE 19801 |
| David M. Farber | Marshall Auto Sales 6050 Old York Road Philadelphia, PA 19141 | President, Marshall Auto Sales (a used car dealer), 6050 Old York Road, Philadelphia, PA 19141 |
| Steven V. Dubin | CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103 | Executive Vice President, CSS Industries, Inc. (the issuer - a manufacturer of seasonal and social expression products), 1845 Walnut Street, Philadelphia, PA 19103 |
| Clifford E. Pietrafitta | CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103 | Vice President - Finance, Chief Financial Officer, CSS Industries, Inc. (the issuer - a manufacturer of seasonal and social expression products), 1845 Walnut Street, Philadelphia, PA 19103 |
| David J. M. Erskine | CSS Industries, Inc. | President and Chief Executive Officer, CSS Industries, Inc. (the issuer - a manufacturer of seasonal and social expression products) |

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1845 Walnut Street
Philadelphia, PA 19103

CSS Industries, Inc. (the issuer)
manufacturer and seller of social
expression products),
Street, Philadelphia, PA 19103

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

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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.