

STEPAN CO
Form 4
May 03, 2017

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 *
STEPAN F QUINN JR

(Last) (First) (Middle)
22 W. FRONTAGE ROAD
(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEPAN CO [SCL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2017

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)
Chairman, President & CEO

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 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	05/01/2017		M		4,348 A \$ 25.605	145,918.957	D
Common Stock	05/01/2017		S		4,348 D \$ 85.592 (1)	141,570.957	D
Common Stock	05/02/2017		M		236 A \$ 25.605	141,806.957	D
Common Stock	05/02/2017		S		236 D \$ 85.5	141,570.957	D
Common Stock	05/03/2017		M		9,764 A \$ 25.605	151,334.957	D

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Common Stock	05/03/2017	S	9,764	D	\$ 85.378 (2)	141,570.957	D	
Common Stock						104,423	D (3)	
Common Stock						10,872.422	I	By Esop II Trust
Common Stock						160,000	I	By Family LLC (4)
Common Stock						48,000	I	By Family Trust (4)
Common Stock						54,978	I	By Family Trust III
Common Stock						40,000	I	By Family Trust IV (4)
Common Stock						768	I	By Spouse

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 25.605	05/01/2017		M	4,348	02/09/2012	02/08/2018	Common Stock	4,348

Option (Right to Buy)										
Employee Stock Option (Right to Buy)	\$ 25.605	05/02/2017	M	236	02/09/2012	02/08/2018	Common Stock	236		
Employee Stock Option (Right to Buy)	\$ 25.605	05/03/2017	M	9,764	02/09/2012	02/08/2018	Common Stock	9,764		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN JR 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	X		Chairman, President & CEO	

Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn
Stepan, Jr. 05/03/2017

__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) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$85.45 to \$85.71, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
 - (2) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$85.15 to \$85.79, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
 - (3) Joint Tenancy with Spouse.
 - (4) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

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.