

STEPAN F QUINN
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/18/2017		G	V 14,178 D \$ 0	273,784	D	
Common Stock	02/01/2018		M	43,203.157 A 0	316,987.157	D	
Common Stock	02/01/2018		D(2)	42,113.005 D \$ 78.42	274,874.152	D	
Common Stock	02/01/2018		F(3)	457.319 D \$ 78.42	274,416.833	D	
Common Stock					102.456	I	By Esop II Trust
Common Stock					170,269	I	By Spouse

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- (3) Reflects shares withheld in connection with settlement of stock-settled share units under the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
- (4) Share Units were acquired under the MIP.
- (5) Share Units convert on a one-for-one basis into Common Stock
- (6) Amounts deferred into Share Units are distributed to the participant in ten installments following the end of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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