

STEPAN CO
Form 5
February 14, 2017

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEPAN F QUINN JR

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

22 W. FRONTAGE ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

NORTHFIELD, IL 60093

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/16/2016	^	G	355 A \$ 0	2,518	I	By Spouse
Common Stock	11/16/2016	^	G	355 A \$ 0	126,800.121 (1)	D	^
Common Stock	12/18/2016	^	G	16,551 A \$ 0	143,351.121	D	^
Common Stock	^	^	^	^ ^ ^	104,423 (2)	D (3)	^
	^	^	^	^ ^ ^	10,741.135	I	

Common Stock										By Esop II Trust
Common Stock	^	^	^	^	^	^	48,000	I		By Family Trust ⁽⁴⁾
Common Stock	^	^	^	^	^	^	54,978 ⁽⁵⁾	I		By Family Trust III
Common Stock	^	^	^	^	^	^	40,000	I		By Family Trust IV ⁽⁴⁾
Common Stock	^	^	^	^	^	^	160,000	I		By Family LLC
Common Stock	^	^	^	^	^	^	442,047	I		Member Of Plan Committee Of Stepan Company

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

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.

02/14/2017

__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) Reflects a reclassification of 600 shares as being held directly rather than directly in joint tenancy with spouse.

Reflects a reclassification of 600 shares as being held directly rather than directly in joint tenancy with spouse (as described in footnote 1)
(2) and a reduction of 355 shares incorrectly included in the Form 4 filed by the reporting person on December 19, 2016 (related to one of the gifts reported on this Form 5).

(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 purposes of Section 16 or for any other purpose.

(5) Holding has been reduced by 87 shares due to administrative error in prior reports.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.