

STEPAN CO
Form 4
April 18, 2016

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)
04/14/2016

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/14/2016		M ⁽¹⁾		580	A	\$ 18.46
							134,081.94
Common Stock	04/14/2016		S ⁽¹⁾		580	D	\$ 58.46
							133,501.94
Common Stock	04/15/2016		M ⁽¹⁾		30,958	A	\$ 18.46
							164,459.94
Common Stock	04/15/2016		S ⁽¹⁾		28,181	D	\$ 58.46
							136,278.94
Common Stock	04/15/2016		S ⁽¹⁾		200	D	\$ 58.465
							136,078.94

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Common Stock	04/15/2016	S ⁽¹⁾	1,017	D	\$ 58.47	135,061.94	D	
Common Stock	04/15/2016	S ⁽¹⁾	100	D	\$ 58.475	134,961.94	D	
Common Stock	04/15/2016	S ⁽¹⁾	800	D	\$ 58.48	134,161.94	D	
Common Stock	04/15/2016	S ⁽¹⁾	560	D	\$ 58.49	133,601.94	D	
Common Stock	04/15/2016	S ⁽¹⁾	100	D	\$ 58.5	133,501.94	D	
Common Stock						2,163	I	By Spouse
Common Stock						103,000	D ⁽²⁾	
Common Stock						10,653.046	I	By ESOP II Trust
Common Stock						48,000	I	By Family Trust ⁽³⁾
Common Stock						55,065	I	By Family Trust III
Common Stock						40,000	I	By Family Trust IV ⁽³⁾
Common Stock						160,000	I	By Family LLC ⁽³⁾
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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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)								
\$ 18.46					02/10/2011	02/09/2017	Common Stock	580
04/14/2016								
	M ⁽¹⁾							
580								
Employee Stock Option (Right to Buy)								
\$ 18.46					02/10/2011	02/09/2017	Common Stock	30,958
04/15/2016								
	M ⁽¹⁾							
30,958								

Reporting Owners

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

Signatures

F. Quinn Stepan, Jr. 04/18/2016

**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) Transaction completed pursuant to a 10b5-1 Trading Plan.
- (2) Joint Tenancy with Spouse.
- (3) 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 purposes 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.