

STEPAN CO
Form 4
August 05, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
PACHOLEC FRANK

(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)
08/03/2016

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)
Vice President R&D

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	(A) or (D)	Price
Common Stock	08/03/2016		M		1,000	A	\$ 18.46
Common Stock	08/03/2016		S		100	D	\$ 64.7
Common Stock	08/03/2016		S		100	D	\$ 64.76
Common Stock	08/03/2016		S		100	D	\$ 64.765
Common Stock	08/03/2016		S		100	D	\$ 64.8

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Common Stock	08/03/2016		S	100	D	\$ 64.82	55,989.153	D	
Common Stock	08/03/2016		S	200	D	\$ 64.845	55,789.153	D	
Common Stock	08/03/2016		S	100	D	\$ 64.86	55,689.153	D	
Common Stock	08/03/2016		S	200	D	\$ 64.87	55,489.153	D	
Common Stock	08/04/2016		M	750	A	\$ 18.46	56,239.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.63	56,139.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.66	56,039.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.678	55,939.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.695	55,839.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.7	55,739.153	D	
Common Stock	08/04/2016		S	50	D	\$ 65.71	55,689.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.715	55,589.153	D	
Common Stock	08/04/2016		S	100	D	\$ 65.73	55,489.153	D	
Common Stock							1,925.92	I	by ESOP II Trust

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

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SEC 1474
(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)							Common Stock	1,000
			\$ 18.46	08/03/2016	M	02/10/2011 02/09/2017		
Employee Stock Option (Right to Buy)							Common Stock	750
			\$ 18.46	08/04/2016	M	02/10/2011 02/09/2017		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACHOLEC FRANK 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			Vice President R&D	

Signatures

Frank Pacholec 08/05/2016

__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).

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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