

STEPAN CO  
Form 4  
March 17, 2017

**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

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)  
03/15/2017

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/15/2017                           |  | A                              |   | 326.836   | A  | \$ 79.06                                   |
| Common Stock                    |                                      |  |                                |   |   |  | 152,370.957                                |
| Common Stock                    |                                      |  |                                |   |   |  | 104,423                                    |
| Common Stock                    |                                      |  |                                |   |   |  | 10,872.422                                 |
| Common Stock                    |                                      |  |                                |   |   |  | 160,000                                    |
| Common Stock                    |                                      |  |                                |   |   |  | 48,000                                     |
|                                 |                                      |  |                                |   |   |  | D <sup>(1)</sup>                           |
|                                 |                                      |  |                                |   |   |  | I By Esop II Trust                         |
|                                 |                                      |  |                                |   |   |  | I By Family LLC <sup>(3)</sup>             |
|                                 |                                      |  |                                |   |   |  | I By Family Trust <sup>(3)</sup>           |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 54,978  | I | By Family Trust III                        |
| Common Stock | 40,000  | I | By Family Trust IV <sup>(3)</sup>          |
| Common Stock | 401,210 | I | Member Of Plan Committee Of Stepan Company |
| Common Stock | 2,518   | I | By Spouse                                  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) (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. D         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Share Units <sup>(4)</sup>                 | <u>(5)</u>   | 03/15/2017                           |  | A                              | 253.524   | <u>(6)</u>   | <u>(6)</u>  | Common Stock | 253.524                    |

## 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.

03/17/2017

        \*\*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) Joint Tenancy with Spouse.

(2) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.

(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 purpose of Section 16 or for any other purpose.

Share Units are acquired under the Management Incentive Plan (As Amended and Restated Effective January 1, 2015) ("MIP"), a nonqualified deferred compensation plan which allows MIP participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to MIP provisions.

(5) Share Units convert on a one-for-one basis into Common Stock.

(6) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.

(7) Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.

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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