

STEPAN CO  
Form 4  
August 05, 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 \*  
**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	56,489.153	D
Common Stock	08/03/2016		S		100	D	\$ 64.7	56,389.153	D
Common Stock	08/03/2016		S		100	D	\$ 64.76	56,289.153	D
Common Stock	08/03/2016		S		100	D	\$ 64.765	56,189.153	D
Common Stock	08/03/2016		S		100	D	\$ 64.8	56,089.153	D

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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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(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                      Date  
 Reporting Person

## 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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