STEPAN F QUINN

Form 4

February 02, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

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OMB APPROVAL

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.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEPAN F QUINN			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			STEPAN CO [SCL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
			(Month/Day/Year)	X Director 10% Owner			
22 W. FRONTAGE ROAD			02/01/2018	$\frac{\text{Officer (give title }}{\text{below})} \frac{\text{Other (specify below)}}{}$			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NORTHEIELD II 60003				Form filed by More than One Reporting			

Person

NORTHFIELD, IL 60093

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	urities	Acquire	d, 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 A on Disposed of (E) (Instr. 3, 4 and)	d (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	12/18/2017		G V	14,178	D	\$0	273,784	D	
Common Stock	02/01/2018		M	43,203.157	A	(1)	316,987.157	D	
Common Stock	02/01/2018		D(2)	42,113.005	D	\$ 78.42	274,874.152	D	
Common Stock	02/01/2018		F(3)	457.319	D	\$ 78.42	274,416.833	D	
Common Stock							102.456	I	By Esop II Trust
							170,269	I	By Spouse

Common Stock

Common Stepan
Stock Stepan
Venture II
Partnership

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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units (4)	<u>(5)</u>	02/01/2018		M		43,203.157	<u>(6)</u>	<u>(6)</u>	Common Stock	43,203.1

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STEPAN F QUINN
22 W. FRONTAGE ROAD X

NORTHFIELD, IL 60093

Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn Stepan 02/01/2018

**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).
- Share Units converted on a one-for-one basis into Common Stock. The Share Units were acquired under the Management Incentive Plan (1) (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.
- (2) Reflects Share Units that were settled in cash pursuant to the terms of the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.

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- (3) Reflects shares withheld in connection with settlement of stock-settled share units under the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
- (4) Share Units were acquired under the MIP.
- (5) Share Units convert on a one-for-one basis into Common Stock
- (6) Amounts deferred into Share Units are distributed to the participant in ten installments following the end of employment.

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.