Servatius Gregory Form 4 June 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

Washington, D.C. 20549

Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	1. Name and A Servatius G	Address of Reporting regory	Symbol	2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(Last)	(First) (I	Middle) 3. Date	of Earliest T	Fransaction	(,	
22 WEST FRONTAGE ROAD (Street)			`	(Month/Day/Year) 06/15/2012 4. If Amendment, Date Original			ve title 00 below) f Human Resou	` ' '	
			4. If An				6. Individual or Joint/Group Filing(Check		
	NORTHFII	ELD, IL 60093	Filed(M	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	

							1, r	- /	•
1.Title of	2. Transaction Date		3.	4. Securities Acquired		5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	1			Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		(manual day, rear)	(2115127-0)				Following	Indirect (I)	(Instr. 4)
					(Δ)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	06/15/2012		A	23.045	Α	\$	14,004.12	D	
Stock	00/13/2012		7 %	(1)	71	93.1	14,004.12	D	
Common									By ESOP II
Stock							4,652.941 (2)	I	Trust
									Member of
Common							200.017	τ.	the Plan
Stock							309,917	I	Committee
									of Stepan
									Company

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

Edgar Filing: Servatius Gregory - Form 4

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Share Units (3)	<u>(4)</u>	06/15/2012		Code V	and 5) (A) (D) 8.733	Date Exercisable	Expiration Date	Title Common Stock	Amount or Number of Shares	\$ 93.1

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
Servatius Gregory			VP of				
22 WEST FRONTAGE ROAD			Human				
NORTHFIELD II 60093			Resources				

Signatures

Kathleen O. Sherlock, Attorney-in-fact 06/19/2012

**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) Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- (2) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("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.
- (4) Share Units convert on a one-for-one basis into Common Stock.

(5)

Reporting Owners 2

Edgar Filing: Servatius Gregory - Form 4

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

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. 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.