STEPAN CO Form 4 December 19, 2016

FORM 4

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

SECURITIES

OMB 32

Check this box
if no longer
white to
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287

January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005
Estimated average burden hours per

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

response... 0.5

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr Behrens Scott I	ess of Reporting Person.	2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middl	e) 3. Date of Earliest Transaction	(Check all applicable)			
22 W. FRONTAGE ROAD		(Month/Day/Year) 12/15/2016	Director 10% OwnerX_ Officer (give title Other (specifically) below) VP/GM Surfactants			
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person			
NORTHFIELD	o, IL 60093	Filed(Month/Day/Year)				

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	12/15/2016		A	7.744	A	\$ 84.93	3,224.021 <u>(1)</u>	I	By Esop II Trust
Common Stock	12/15/2016		A	7.828	A	\$ 84.93	3,767.071 <u>(2)</u>	D	

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

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SEC 1474

(9-02)

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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)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr.)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (3)	<u>(4)</u>	12/15/2016		A	20.88		<u>(5)</u>	(5)	Common Stock	20.88	\$ 84. (6)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Behrens Scott R.

22 W. FRONTAGE ROAD VP/GM Surfactants NORTHFIELD, IL 60093

Signatures

/s/ Scott R.

Behrens 12/19/2016

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

Reporting Owners 2

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