

STEPAN CO  
Form 4  
December 19, 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 \*  
STEPAN F QUINN JR

2. Issuer Name and Ticker or Trading Symbol  
STEPAN CO [SCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
22 W. FRONTAGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
NORTHFIELD, IL 60093

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price   |  |   |                |       |                     |
| Common Stock                    | 12/15/2016                           |  | A                              |   | 25.801  | A  | \$ 84.93  | 10,741.135 (1) | I     | By Esop II Trust    |
| Common Stock                    | 12/15/2016                           |  | A                              |   | 282.582 (2)   | A  | \$ 84.93  | 125,845.121    | D     |                     |
| Common Stock                    |                                      |  |                                |   |   |  |   | 105,378        | D (3) |                     |
| Common Stock                    |                                      |  |                                |   |   |  |   | 48,000         | I     | By Family Trust (4) |
| Common Stock                    |                                      |  |                                |   |   |  |   | 55,065         | I     | By Family Trust III |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 40,000  | I | By Family Trust Iv <sup>(4)</sup>          |
| Common Stock | 160,000 | I | By Family Llc                              |
| Common Stock | 442,047 | I | Member Of Plan Committee Of Stepan Company |
| Common Stock | 2,163   | 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.**

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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) (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>(5)</sup>                 | <sup>(6)</sup>   | 12/15/2016                           |  | A                              | 235.433   | <sup>(7)</sup>   | <sup>(7)</sup>  | Common Stock | 235.433                    |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| STEPAN F QUINN JR<br>22 W. FRONTAGE ROAD<br>NORTHFIELD, IL 60093 | X             |           | President & CEO |       |

## Signatures

/s/ F. Quinn  
Stepan, Jr. 12/19/2016

        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 ESOP II acquisitions that have occurred since the reporting person's last ownership report covering ESOP II holdings.
- (2) Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- (3) Joint Tenancy with Spouse.
- (4) 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 purposes 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.
- (8)

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.