

STEPAN F QUINN JR

Form 4

June 19, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEPAN F QUINN JR

(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)  
06/15/2018

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)

Chairman, President &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/15/2018                              |                                                             | A <sup>(1)</sup>                     | V Amount<br>454.996                                                     | (A)<br>or<br>(D) Price<br>\$<br>75.88                                                                              | 154,199.765                                                             | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 106,672                                                                                                            | D <sup>(2)</sup>                                                        |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 11,129.051<br><sup>(3)</sup>                                                                                       | I                                                                       | By Esop<br>II Trust                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 160,000                                                                                                            | I                                                                       | By<br>Family<br>LLC <sup>(4)</sup>                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 48,000                                                                                                             | I                                                                       | By<br>Family                                                      |

|                 |        |   |                                                   |
|-----------------|--------|---|---------------------------------------------------|
| Common<br>Stock | 54,978 | I | Trust <sup>(4)</sup><br>By<br>Family<br>Trust III |
| Common<br>Stock | 40,000 | I | By<br>Family<br>Trust IV<br><sup>(4)</sup>        |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |                 |                                     |      |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------------------------------------------|-----------------|-------------------------------------|------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date                                     | Title           | Amount<br>or<br>Number<br>of Shares |      |
| Share<br>Units <sup>(5)</sup>                       | <u>(6)</u>                                                         | 06/15/2018                              |                                                             | A                                    |                                                                                                              | 293.69                                                         |     | <u>(7)</u>                                                          | <u>(7)</u>                                             | Common<br>Stock | 293.69                              | \$ 7 |

## 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             |           | Chairman, President & CEO |       |

## Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn  
Stepan, Jr.

06/19/2018

                     \*\*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).
- (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) Joint Tenancy with Spouse.
- (3) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- (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 purpose 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.  
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