STEPAN CO Form 4/A February 21, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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 Address of Reporting Person * Beamer Scott D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

STEPAN CO [SCL]

(Month/Day/Year)

02/18/2014

Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

X_ Officer (give title below) VP and Chief Financial Officer

22 W. FRONTAGE ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year) 02/19/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securitie Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	on \$61.91	02/18/2014		A	4,719 (1)	02/18/2016	02/17/2024	Common Stock	4,71
Employee Stock Option (Right to Buy)	on \$61.91	02/18/2014		A	1,573 (1)	02/18/2016	02/17/2024	Common Stock	1,57
Performano Shares	ce <u>(2)</u>	02/18/2014		A	1,615	(2)	(2)	Common Stock	1,61

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beamer Scott D 22 W. FRONTAGE ROAD

NORTHFIELD, IL 60093

VP and Chief Financial Officer

Signatures

Scott D. Beamer 02/21/2014

**Signature of 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) Amount reported has been adjusted due to a prior mathematical error.
- (2) Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2016.

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.

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