

STEPAN F QUINN JR
 Form 4/A
 February 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 RD.

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2013

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)
02/21/2013

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 (A) or (D) Price			
Common Stock	02/19/2013		G	V 1,404 D \$ 0	112,510.722	D	
Common Stock	02/19/2013		G	V 1,404 A \$ 0	103,000	D ⁽¹⁾	
Common Stock					487	I	By Spouse
Common Stock					9,717.628	I	By ESOP II Trust
Common Stock					48,000	I	By Family Trust ⁽²⁾

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Common Stock	15,000	I	By Family Trust II
Common Stock	36,389	I	By Family Trust III
Common Stock	38,304	I	By Family Trust IV ⁽²⁾
Common Stock	158,024	I	By Family LLC ⁽²⁾
Common Stock	619,834	I	Member of the Plan Committee of Stepan Company

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 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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 63.11	02/19/2013		A		19,422	02/19/2015	02/18/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 63.11	02/19/2013		A		19,422	02/19/2015	02/18/2023	Common Stock
Performance Shares	⁽³⁾	02/19/2013		A		9,507	⁽³⁾	⁽³⁾	Common Stock
Share Units ⁽⁴⁾	⁽⁵⁾	02/19/2013		A		2,408.133	⁽⁶⁾	⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN JR 22 W. FRONTAGE RD. NORTHFIELD, IL 60093	X		President & CEO	

Signatures

F. Quinn Stepan,
Jr. 02/22/2013

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) Joint Tenancy with Spouse.
- (2) 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.
- (3) 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, 2015.
- (4) 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.
- (5) Share Units convert on a one-for-one basis into Common Stock.
- (6) Reflects acquisition of Share Units under the MIP, generally payable at end of employment, unless otherwise elected.
- (7) Price reported is the price of Common Stock on the date the Share Units are credited to the participant's account pursuant to MIP provisions.
- (8) The Form 4 originally filed by the Reporting Person for this transaction incorrectly reported the amount in this column. The correct amount is 92,158.939.

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.