STEPAN F QUINN JR

Form 4

March 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 * 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)	3. Date of Earliest Transaction	(Check all applicable)		
22 W. FRONTAGE ROAD)	(Month/Day/Year) 03/02/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO		
(Street)			4. If Amendment, Date Original	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			Filed(Month/Day/Year)			

(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. 4. Securities Acquired Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(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	03/02/2018		G	V	11,834	D	\$0	108,608 (1)	D (2)		
Common Stock	03/02/2018		M		10,000	A	\$ 37.51	163,404.634 (1)	D		
Common Stock	03/02/2018		S		10,000	D	\$ 79.814 (3)	153,404.634	D		
Common Stock	03/06/2018		G	V	1,936	D	\$0	106,672	D (2)		
Common Stock	03/05/2018		M		10,000	A	\$ 37.51	163,404.634	D		

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Common Stock	03/05/2018	S	5,000	D	\$ 80.952 (4)	158,404.634	D	
Common Stock	03/05/2018	S	4,472	D	\$ 81.814 (5)	153,932.634	D	
Common Stock	03/05/2018	S	528	D	\$ 82.705 (6)	153,404.634	D	
Common Stock	03/06/2018	M	10,000	A	\$ 37.51	163,404.634	D	
Common Stock	03/06/2018	S	10,000	D	\$ 82.689 (7)	153,404.634	D	
Common Stock	03/06/2018	M	5,766	A	\$ 37.51	159,170.634	D	
Common Stock	03/06/2018	S	5,766	D	\$ 83.784 (8)	153,404.634	D	
Common Stock						11,066.432	I	By Esop II Trust
Common Stock						160,000	I	By Family LLC (9)
Common Stock						48,000	I	By Family Trust (9)
Common Stock						54,978	I	By Family Trust III
Common Stock						40,000	I	By Family Trust IV (9)
Common Stock						0 (1)	I	By Spouse
Common Stock						401,210	I	Member Of Plan Committee Of Stepan Company

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 37.51	03/02/2018		M		10,000	02/07/2013	02/06/2019	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 37.51	03/05/2018		M		10,000	02/07/2013	02/06/2019	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 37.51	03/06/2018		M		15,766	02/07/2013	02/06/2019	Common Stock	15,766

Reporting Owners

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

Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn Stepan, Jr. 03/06/2018

**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) Prior to the gift transfer, the reporting person and his spouse transferred 15,074 shares of Common Stock and 945 shares of Common Stock, respectively, from their individual accounts into their Joint Tenancy account.

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- (2) Joint Tenancy with Spouse.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (3) from \$79.62 to \$80.06, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (4) from \$80.47 to \$81.08, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$81.50 to \$82.37, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (6) from \$82.55 to \$82.735, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (7) from \$82.29 to \$83.25, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (8) from \$83.39 to \$84.108, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (9) 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.

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.