

STEPAN F QUINN
Form 4
February 02, 2018

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

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

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	12/18/2017		G	V	14,178	D	\$ 0	273,784	D	
Common Stock	02/01/2018		M		43,203.157	A	11	316,987.157	D	
Common Stock	02/01/2018		D ⁽²⁾		42,113.005	D	\$ 78.42	274,874.152	D	
Common Stock	02/01/2018		F ⁽³⁾		457.319	D	\$ 78.42	274,416.833	D	
Common Stock								102.456	I	By Esop II Trust
Common Stock								170,269	I	By Spouse

Common
StockCommon
Stock

508,655

I

Stepan
Venture II
Partnership

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units (4)	(5)	02/01/2018		M	43,203.157	(6)	(6)	Common Stock	43,203.1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STEPAN F QUINN
22 W. FRONTAGE ROAD X
NORTHFIELD, IL 60093

Signatures

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

02/01/2018

**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).

- Share Units converted on a one-for-one basis into Common Stock. The Share Units were acquired under the Management Incentive Plan
- (1) (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.
- (2) Reflects Share Units that were settled in cash pursuant to the terms of the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.

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- (3) Reflects shares withheld in connection with settlement of stock-settled share units under the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
- (4) Share Units were acquired under the MIP.
- (5) Share Units convert on a one-for-one basis into Common Stock
- (6) Amounts deferred into Share Units are distributed to the participant in ten installments following the end of employment.

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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