

PACHOLEC FRANK  
Form 4  
November 26, 2012

**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 \*  
**PACHOLEC FRANK**

(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)  
**11/21/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President R&D

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2012                              |                                                             | M                                       | 1,500 A                                                                 | \$ 31.7 27,870.92                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/21/2012                              |                                                             | S                                       | 1,400 D                                                                 | \$ 97.76 26,470.92                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/21/2012                              |                                                             | S                                       | 100 D                                                                   | \$ 98.68 26,370.92                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/23/2012                              |                                                             | M                                       | 1,000 A                                                                 | \$ 31.7 27,370.92                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/23/2012                              |                                                             | S                                       | 100 D                                                                   | \$ 97.65 27,270.92                                                                                                 | D                                                                    |                                                                   |

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|              |            |   |     |   |          |           |   |                  |
|--------------|------------|---|-----|---|----------|-----------|---|------------------|
| Common Stock | 11/23/2012 | S | 200 | D | \$ 97.85 | 27,070.92 | D |                  |
| Common Stock | 11/23/2012 | S | 200 | D | \$ 97.86 | 26,870.92 | D |                  |
| Common Stock | 11/23/2012 | S | 100 | D | \$ 97.88 | 26,770.92 | D |                  |
| Common Stock | 11/23/2012 | S | 100 | D | \$ 97.91 | 26,670.92 | D |                  |
| Common Stock | 11/23/2012 | S | 100 | D | \$ 98.03 | 26,570.92 | D |                  |
| Common Stock | 11/23/2012 | S | 95  | D | \$ 98.07 | 26,475.92 | D |                  |
| Common Stock | 11/23/2012 | S | 100 | D | \$ 98.13 | 26,375.92 | D |                  |
| Common Stock | 11/23/2012 | S | 5   | D | \$ 98.19 | 26,370.92 | D |                  |
| Common Stock |            |   |     |   |          | 667.989   | I | By ESOP II Trust |

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 |
| Employee Stock Option (Right to Buy)       | \$ 31.7                                                | 11/21/2012                           |                                                    | M                              | 1,500                                                                                   | 02/13/2009                                               | 02/12/2015      | Common Stock                                                  | 1,500                      |

|                                                  |         |            |   |       |            |            |                 |       |
|--------------------------------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 31.7 | 11/23/2012 | M | 1,000 | 02/13/2009 | 02/12/2015 | Common<br>Stock | 1,000 |
|--------------------------------------------------|---------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                    |       |
|---------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                               | Director      | 10% Owner | Officer            | Other |
| PACHOLEC FRANK<br>22 W. FRONTAGE ROAD<br>NORTHFIELD, IL 60093 |               |           | Vice President R&D |       |

## Signatures

Frank Pacholec                      11/26/2012

\_\_\_\_\_  
Signature of                      Date  
Reporting Person

## 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).

This transaction was executed in multiple trades at prices ranging from \$97.490 to \$98.460. The price reported reflects the weighted  
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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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