

STEPAN CO  
Form 5  
February 14, 2017

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
STEPAN F QUINN JR  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
STEPAN CO [SCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

22 W. FRONTAGE ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

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

6. Individual or Joint/Group Reporting (check applicable line)

NORTHFIELD, IL 60093

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |   |
| Common Stock                    | 11/16/2016                           | Â  | G                              | 355 A \$ 0  | 2,518  | I  | By Spouse   |
| Common Stock                    | 11/16/2016                           | Â  | G                              | 355 A \$ 0  | 126,800.121 (1)  | D  | Â   |
| Common Stock                    | 12/18/2016                           | Â  | G                              | 16,551 A \$ 0   | 143,351.121  | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â Â Â   | 104,423 (2)  | D (3)  | Â   |
|                                 | Â                                    | Â  | Â                              | Â Â Â   | 10,741.135   | I  |   |

|              |   |   |   |   |   |   |                       |   |  |  |
|--------------|---|---|---|---|---|---|-----------------------|---|--|--|
| Common Stock |   |   |   |   |   |   |                       |   |  | By Esop II Trust                           |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 48,000                | I |  | By Family Trust <sup>(4)</sup>             |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 54,978 <sup>(5)</sup> | I |  | By Family Trust III                        |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 40,000                | I |  | By Family Trust IV <sup>(4)</sup>          |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 160,000               | I |  | By Family LLC                              |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 442,047               | I |  | Member Of 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.**

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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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |                             |
|--|---------------|-----------|---------|-----------------------------|
|  | Director      | 10% Owner | Officer | Other                       |
| STEPAN F QUINN JR<br>22 W. FRONTAGE ROAD<br>NORTHFIELD, IL 60093 | ^ X           | ^         | ^       | Chairman, President & CEO ^ |

## Signatures

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

02/14/2017

\_\_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) Reflects a reclassification of 600 shares as being held directly rather than directly in joint tenancy with spouse.

(2) Reflects a reclassification of 600 shares as being held directly rather than directly in joint tenancy with spouse (as described in footnote 1) and a reduction of 355 shares incorrectly included in the Form 4 filed by the reporting person on December 19, 2016 (related to one of the gifts reported on this Form 5).

(3) Joint Tenancy with Spouse.

(4) 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 purposes of Section 16 or for any other purpose.

(5) Holding has been reduced by 87 shares due to administrative error in prior reports.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.