Edgar Filing: STEPAN CO - Form 4

STEDAN CO

| Form 4 |) | | | | | | | | | |
|--|---|---|---|------------------|-----------|--|---|---|---------------------|--|
| June 17, 201 | 3 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | OMB APPROVAL | | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check the if no long | ter | - | | | | | | | January 31, 2005 | |
| subject to Section 1 Form 4 o | 6. r | IENT OF CHA | SECUR | RITIES | | | | Estimated a burden hour response | verage | |
| obligation may cont | Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 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 I | Responses) | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (N | | - | - | | | (Checl | (Check all applicable) | | |
| () | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2013 | | | | Director 10% Owner X Officer (give title Other (specify below) VP, Gen'l Counsel & Secretary | | | |
| | | | led(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NORTHFIE | ELD, IL 60093 | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Ta | ble I - Non-I | Derivative S | Securi | ties Acq | uired, Disposed of | , or Beneficial | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common | 06/14/2012 | | Code V | Amount 39.125 | or (D) | Price \$ | (Instr. 3 and 4) | D | | |
| Stock | 06/14/2013 | | А | (1) | А | 54.45 | 14,689.796 | D | | |
| Common Stock | | | | | | | 1,232.736 <u>(2)</u> | Ι | By ESOP II Trust | |

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

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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. Transact Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration E (Month/Day | Date | 7. Title and . Underlying S (Instr. 3 and | Securities | 8. Pr Deriv Secu (Inst |
|---|---|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Share Units <u>(3)</u> | <u>(4)</u> | 06/14/2013 | | А | 26.042 | (5) | (5) | Common Stock | 26.042 | \$ 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Wynn H Edward 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093 | | | VP, Gen'l Counsel & Secretary | | | | |
| Signatures | | | | | | | |

| Kathleen O. Sherlock, Attorney-in-fact | 06/17/2013 |
|---|------------|
| **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) Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- (2) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- 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.
- (4) Share Units convert on a one-for-one basis into Common Stock.
- (5) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (6) Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.

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.