STEPAN CO Form 4 May 11, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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Form 4 or Form 5 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).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mergner Arthur W			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)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
22 W. FRONTAGE ROAD			(Month/Day/Year) 05/08/2015	Director 10% Owner _X Officer (give title Other (special below) VP & General Manager		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NORTHFIELD, IL 60093			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (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)
			Code V	Amount	(D)	Price	(IIIsti. 3 and 4)		
Common Stock	05/08/2015		M	3,000	A	\$ 16.085	7,716	D	
Common Stock	05/08/2015		S	60	D	\$ 49.82	7,656	D	
Common Stock	05/08/2015		S	500	D	\$ 49.85	7,156	D	
Common Stock	05/08/2015		S	200	D	\$ 49.89	6,956	D	
Common Stock	05/08/2015		S	100	D	\$ 49.9	6,856	D	

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Common Stock	05/08/2015	S	100	D	\$ 49.91	6,756	D	
Common Stock	05/08/2015	S	100	D	\$ 49.92	6,656	D	
Common Stock	05/08/2015	S	100	D	\$ 49.93	6,556	D	
Common Stock	05/08/2015	S	100	D	\$ 49.94	6,456	D	
Common Stock	05/08/2015	S	100	D	\$ 49.96	6,356	D	
Common Stock	05/08/2015	S	100	D	\$ 49.97	6,256	D	
Common Stock	05/08/2015	S	100	D	\$ 50.02	6,156	D	
Common Stock	05/08/2015	S	440	D	\$ 50.09	5,716	D	
Common Stock	05/08/2015	S	200	D	\$ 50.2	5,516	D	
Common Stock	05/08/2015	S	100	D	\$ 50.22	5,416	D	
Common Stock	05/08/2015	S	600	D	\$ 50.27	4,816	D	
Common Stock	05/08/2015	S	100	D	\$ 50.37	4,716	D	
Common Stock						5,713.131 <u>(1)</u>	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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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
	•				(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.085	05/08/2015	M	3,000	02/12/2010	02/11/2016	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mergner Arthur W

22 W. FRONTAGE ROAD VP & General Manager

NORTHFIELD, IL 60093

Signatures

Joan L. Bradford, Attorney-in-fact 05/11/2015

**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 ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.

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.

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