

STEPAN F QUINN JR  
Form 4  
February 24, 2012

**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 JR

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 RD.

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2012

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

(Street)  
NORTHFIELD, IL 60093

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

(City) (State) (Zip)

**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 or (D) Price					
Common Stock	02/22/2012		M		8,300 (1)	A	Ⓛ	67,489.851	D	
Common Stock	02/22/2012		A		8,300 (1)	A	Ⓛ	75,789.851	D	
Common Stock	02/23/2012		J		27,331	D	Ⓛ	309,917	I	Member of Plan Committee of Stepan Company
Common Stock								4,162,513 (3)	I	By ESOP II Trust

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Common Stock	55,712	D <sup>(4)</sup>	
Common Stock	3,749	I	By Spouse
Common Stock	17,179	I	By Children
Common Stock	37,488	I	By Self as Custodian for Children
Common Stock	1,200	I	By Spouse as Custodian for Children
Common Stock	30,257	I	By Family LLC <sup>(5)</sup>
Common Stock	24,000	I	By Family Trust <sup>(5)</sup>
Common Stock	7,500	I	By Family Trust II
Common Stock	17,464	I	By Family Trust III

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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(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 (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. D	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(6)</u>	02/22/2012		M	8,300	<u>(6)</u>	<u>(6)</u>	Common Stock	8,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN JR 22 W. FRONTAGE RD. NORTHFIELD, IL 60093	X		President & CEO	

## Signatures

F. Quinn Stepan,  
Jr. 02/24/2012

\_\_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) Amount reported reflects vesting of 8,300 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also includes an additional 8,300 shares due to achievement of certain financial targets by December 31, 2011.  
On February 23, 2012, 27,331 shares of Stepan Company Common Stock were transferred from the Stepan Company Pension Plan to the
- (2) Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. The reporting person is a member of the Plan Committee of Stepan Company which has oversight responsibility over investments of funds for employee benefit programs.
- (3) The amount reported for ESOP II in column five also includes 77,911 shares of company stock acquired pursuant to a Stepan Company contribution under ESOP II.
- (4) Joint Tenancy with Spouse.
- (5) 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 the purpose of Section 16 or for any other purpose.
- (6) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2011.

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.