

Slone Robert Victor
 Form 4
 December 04, 2018

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 *
 Slone Robert Victor

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 WEST FRONTAGE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Chief Tech & Sustainability

NORTHFIELD, IL 60093
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 11/30/2018 | | D ⁽¹⁾ | 1,377 D \$ 80.48 | 7,493.1011 | D | |
| Common Stock | 11/30/2018 | | M | 1,377 A \$ 57.79 | 7,049.1011 | D | |
| Common Stock | 11/30/2018 | | D ⁽²⁾ | 2,088 D \$ 80.48 | 5,405.1011 | D | |
| Common Stock | 11/30/2018 | | F ⁽³⁾ | 651 D \$ 80.48 | 4,754.1011 | D | |
| Common Stock | 11/30/2018 | | M ⁽⁴⁾ | 1,821 A \$ 62.41 | 8,870.1011 | D | |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------|-------------|---|------------------|
| Common Stock | 11/30/2018 | <u>D</u> ⁽²⁾ | 1,412 | D | \$ 80.48 | 3,342.1011 | D | |
| Common Stock | 11/30/2018 | <u>F</u> ⁽³⁾ | 153 | D | \$ 80.48 | 3,189.1011 | D | |
| Common Stock | 11/30/2018 | <u>M</u> ⁽⁴⁾ | 1,392 | A | \$ 78.58 | 4,581.1011 | D | |
| Common Stock | 11/30/2018 | <u>D</u> ⁽²⁾ | 1,361 | D | \$ 80.42 | 3,220.1011 | D | |
| Common Stock | 11/30/2018 | <u>F</u> ⁽³⁾ | 12 | D | \$ 80.42 | 3,208.1011 | D | |
| Common Stock | 11/30/2018 | <u>M</u> ⁽⁴⁾ | 3,832 | A | \$ 43.85 | 10,881.1011 | D | |
| Common Stock | | | | | | 463.221 | I | By Esop II Trust |

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 57.79 | 11/30/2018 | | M | 1,377 | 11/04/2015 11/03/2023 | Common Stock | 1,377 | |
| Stock Appreciation Right | \$ 62.41 | 11/30/2018 | | <u>M</u> ⁽⁴⁾ | 1,821 | 07/19/2018 07/18/2026 | Common Stock | 1,821 | |
| Stock Appreciation Right | \$ 78.58 | 11/30/2018 | | <u>M</u> ⁽⁴⁾ | 1,392 | 02/21/2018 02/20/2027 | Common Stock | 1,392 | |

| | | | | | | | | | |
|--------------|----------|------------|--|------------------|-------|------------|------------|--------|------|
| Stock | | | | | | | | | |
| Appreciation | \$ 43.85 | 11/30/2018 | | M ⁽⁴⁾ | 3,832 | 02/23/2018 | 02/22/2026 | Common | 3,83 |
| Right | | | | | | | | Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Slone Robert Victor 22 WEST FRONTAGE ROAD NORTHFIELD, IL 60093 | | | VP Chief Tech & Sustainability | |

Signatures

| | |
|--|------------|
| /s/ Stephanie Jane Pacitti, Attorney-in-Fact for Robert V. Slone | 12/04/2018 |
|--|------------|

| | |
|---------------------------------|------|
| **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).
- The Stock Appreciation Rights ("SARs") were settled in cash pursuant to the terms of the award. For reporting purposes, however, the
- (1) transaction is deemed to be a simultaneous acquisition and disposition of the underlying common stock and is reflected as such in this report.
 - (2) Deemed disposition of underlying common stock to the issuer in an amount equal to the conversion price of the SARs.
 - (3) Withholding of shares to satisfy tax liability on exercise of SARs.
 - (4) The SARs were settled in shares of common stock as per the terms of the award.

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.