STEPAN CO Form 4 May 03, 2017

# FORM 4

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

**OMB APPROVAL** OMB

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEPAN F QUINN JR			2. Issuer Name <b>and</b> 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	(Sheen all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
22 W. FRONTAGE ROAD		AD	05/01/2017	X Officer (give title Other (special below)  Chairman, President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NORTHFIEL	D, IL 6009	3		Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(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)
C			Code V	Amount	(D)	Price	(IIISU. 5 and 4)		
Common Stock	05/01/2017		M	4,348	A	\$ 25.605	145,918.957	D	
Common Stock	05/01/2017		S	4,348	D	\$ 85.592	141,570.957	D	
Common Stock	05/02/2017		M	236	A	\$ 25.605	141,806.957	D	
Common Stock	05/02/2017		S	236	D	\$ 85.5	141,570.957	D	
Common Stock	05/03/2017		M	9,764	A	\$ 25.605	151,334.957	D	

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Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or	000	I	By Esop II Trust By Family LLC (4) By
Stock  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities beneficially owned directly or indirectly.  Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion (Month/Day/Year) Execution Date, if any or Exercise (Month/Day/Year) (Month/Day/Year) Execution Date, if any or Exercise (Month/Day/Year)			Family LLC (4)
Stock  Common Stock  Common Stock  Common Stock  Common Stock  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (Month/Day/Year) (Price of Derivative Derivative (Month/Day/Year) (Instr. 8) Acquired (Month/Day/Year) (A) or	00	τ.	By
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Stock  Common Stock  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date (Execution Date, if Transaction Derivative Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or	78	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 collectinformation contained in this form a required to respond unless the form displays a currently valid OMB continumber.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisal Execution Date, if Transaction Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Expiration Date (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Expiration Date (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Expiration Date (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year) Expiration	00	I	By Family Trust IV
Persons who respond to the collection information contained in this form a required to respond unless the form displays a currently valid OMB continumber.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisal Execution Date, if Transaction Derivative Expiration Date Security or Exercise (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or		I	By Spouse
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Security Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)
		Expirati ble Date	ion Title Amount or Number of Shares

M

Employee \$ 25.605

Stock

05/01/2017

Stock

4,348 02/09/2012 02/08/2018 Common 4,348

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Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 25.605	05/02/2017	M	236	02/09/2012	02/08/2018	Common Stock	236
Employee Stock Option (Right to Buy)	\$ 25.605	05/03/2017	M	9,764	02/09/2012	02/08/2018	Common Stock	9,764

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of not I tune / I tune os	Director	10% Owner	Officer	Other			
STEPAN F QUINN JR 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	X		Chairman, President & CEO				

### **Signatures**

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn Stepan, Jr. 05/03/2017

\*\*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).
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging (1) from \$85.45 to \$85.71, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging
- (2) from \$85.15 to \$85.79, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (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 the purpose of Section 16 or for any other purpose.

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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