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STEDAN CO

Form 4											
June 17, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								-	PPROVAL		
Washington, D.C. 20549								Number:	3235-0287 January 31,		
Check this b if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
subject to Section 16. Form 4 or				Estimated burden hou response	urs per						
Form 5 obligations may continu <i>See</i> Instructi 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> HURLBUTT JAMES E			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	(Middle) 3. Date of Earliest Transaction				(Ch	eck all applicabl	ck all applicable)			
22 W. FRONTAGE ROAD			(Month/Day/Year) 06/14/2013			Director 10% Owner X Officer (give title Other (specify below) below) V.P. & Chief Financial Officer					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NORTHFIELI	D, IL 60093						Person		1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or 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)		
Domindor Dor	on a concrete l'	for each -1	one of ac-	unities have	ficially		or indiractly				
Reminder: Report	on a separate line	o for each cl	ass of sec	unties bene	Perso inforn requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

 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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ear) (Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)					(Inst
			Code N	7 (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (1)	<u>(2)</u>	06/14/2013	А	52.706	<u>(3)</u>	(3)	Common Stock	52.706	\$ 5 (

Reporting Owners

Reporting Owner Name / Address	Relationships					
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other		
HURLBUTT JAMES E 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			V.P. & Chief Financial Officer			

Signatures

James E. Hurlbutt 06/17/2013

<u>**</u>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).

Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified
 (1) 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.

- (2) Share Units convert on a one-for-one basis into Common Stock.
- (3) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (4) 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.