#### Edgar Filing: STEPAN CO - Form 4

Form 4							
September 17, 2013							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL	
			n, D.C. 20549		OMB Number:	3235-0287	
Check this box if no longer		_	Expires:	January 31, 2005			
subject to Section 16. SECURITIES Form 4 or					Estimated average burden hours per response 0		
-1-1:	ction 17(a) of the	Public Utility Ho	he Securities Exchau Iding Company Act It Company Act of 1	of 1935 or Sectio	n		
(Print or Type Responses)							
1. Name and Address of I HURLBUTT JAME		2. Issuer Name an Symbol STEPAN CO [S	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest	Transaction	(Chec	k all applicable	5)	
22 W. FRONTAGE	ROAD	(Month/Day/Year) 09/13/2013		Director     10% Owner       Officer (give title     _X Other (specify below)       Former V.P. & CFO			
(Street	1)	4. If Amendment, I Filed(Month/Day/Ye	-	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
NORTHFIELD, IL 6	50093			Form filed by M Person	Nore than One Ro	eporting	
(City) (State)	) (Zip)	Table I - Non-	-Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned	
	tion Date 2A. Deem ay/Year) Execution any (Month/D	Date, if Transaction Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	SecuritiesHBeneficially()Owned()Following()Reported()	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code V	or Amount (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on a sep	parate line for each cl	ass of securities bene		-			
			information cont required to resp	spond to the collect tained in this form ond unless the for ntly valid OMB cor	are not m	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/Year	) (Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	·				(Inst
			Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (1)	(2)	09/13/2013	А	51.315	(3)	(3)	Common Stock	51.315	\$ 5 (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HURLBUTT JAMES E 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093				Former V.P. & CFO		
<u></u>						

# Signatures

James E. 09/17/2013 Hurlbutt \*\*Signature of Date

<u>\*\*</u>Signature of Reporting Person

### **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.