STEPAN F QUINN

Form 4

Common Stock

Stock

December 18	3, 2012								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL		
						N OMB Number:	3235-0287		
if no longe subject to Section 16 Form 4 or	Check this box if no longer STATEMENT OF CHANCES IN RENEFICIAL OWNEDSHIP OF					Expires:	•		
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 17(a	a) of the Pub	blic Utility Ho	he Securities Exchar Iding Company Act t Company Act of 1	of 1935 or Secti				
(Print or Type R	Responses)								
1. Name and Address of Reporting Person * STEPAN F QUINN			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]		5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle) 3.	Date of Earliest T	Fransaction	(Ch	eck all applica	ble)		
22 W. FRONTAGE ROAD			Month/Day/Year) 2/14/2012		_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman				
	(Street)		If Amendment, Day/Yea	-	6. Individual or Applicable Line) _X_ Form filed by	One Reporting	Person		
NORTHFIE	LD, IL 60093				Form filed by Person	More than One	Reporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities A	cquired, Disposed	of, or Benefic	ially Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code 'Year) (Instr. 8)	(A) or	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)		
Common Stock			Code V	Amount (D) Price	549,623.08 (1)	I	Stepan Venture II Partnership		
Common Stock					353,389.556 (2)	D			
Common					115 500 (2)	T	By self as		

custodian for

By ESOP II Trust

children

115,580 (3)

853,168 <u>(6)</u>

 $77,900.948 \frac{(4)}{(5)}$ I

I

Ι

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Common By spouse as Stock custodian for children

Common Stock 286,126 (7) I By spouse

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.

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 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) of Disposed of (I (Instr. 3, 4, and 5)	Expiration D (Month/Day/	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (8)	<u>(9)</u>	12/14/2012		A	638.024	(10)	(10)	Common Stock	638.024	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
STEPAN F QUINN						
22 W. FRONTAGE ROAD	X	X	Chairman			
NORTHFIELD, IL 60093						

Signatures

Frank Quinn
Stepan

**Signature of Reporting Person

12/18/2012

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) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 274,811.54 additional shares of Common Stock.

(2)

Reporting Owners 2

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On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 176,694.778 additional shares of Common Stock.

- (3) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 57,790 additional shares of Common Stock.
- (4) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 38,950.474 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 426,584 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 143,063 additional shares of Common Stock.
- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified 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.
- (9) Share Units convert on a one-for-one basis into Common Stock.
- (10) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (11) 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.
- (12) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 201,695.298 additional Share Units.

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.