

STEPAN CO  
Form 4  
November 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**PACHOLEC FRANK**

(Last) (First) (Middle)

22 W. FRONTAGE ROAD

(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STEPAN CO [SCL]**

3. Date of Earliest Transaction (Month/Day/Year)  
11/17/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President R&D

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or Price (D)                                                                       |                                                          |                                   |
| Common Stock                    | 11/17/2015                           |                                                    | M                              |                                                                   | 750 A \$ 18.46                                                                                |                                                          | 57,902.613 D                      |
| Common Stock                    | 11/17/2015                           |                                                    | S                              |                                                                   | 1 D \$ 51.4                                                                                   |                                                          | 57,901.613 D                      |
| Common Stock                    | 11/17/2015                           |                                                    | S                              |                                                                   | 4 D \$ 51.43                                                                                  |                                                          | 57,897.613 D                      |
| Common Stock                    | 11/17/2015                           |                                                    | S                              |                                                                   | 100 D \$ 51.5                                                                                 |                                                          | 57,797.613 D                      |
| Common Stock                    | 11/17/2015                           |                                                    | S                              |                                                                   | 35 D \$ 51.51                                                                                 |                                                          | 57,762.613 D                      |

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|              |            |   |     |   |          |            |   |                  |
|--------------|------------|---|-----|---|----------|------------|---|------------------|
| Common Stock | 11/17/2015 | S | 100 | D | \$ 51.52 | 57,662.613 | D |                  |
| Common Stock | 11/17/2015 | S | 100 | D | \$ 51.59 | 57,562.613 | D |                  |
| Common Stock | 11/17/2015 | S | 10  | D | \$ 51.6  | 57,552.613 | D |                  |
| Common Stock | 11/17/2015 | S | 100 | D | \$ 51.61 | 57,452.613 | D |                  |
| Common Stock | 11/17/2015 | S | 100 | D | \$ 51.64 | 57,352.613 | D |                  |
| Common Stock | 11/17/2015 | S | 200 | D | \$ 51.69 | 57,152.613 | D |                  |
| Common Stock |            |   |     |   |          | 1,755.887  | I | By ESOP II Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 18.46                                               | 11/17/2015                           |                                                    | M                              | 750                                                                                     | 02/10/2011 02/09/2017                                    | Common Stock                                                  | 750                           |

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

PACHOLEC FRANK  
22 W. FRONTAGE ROAD  
NORTHFIELD, IL 60093

Vice President R&D

## Signatures

Kathleen O. Sherlock,  
Attorney-in-fact

11/19/2015

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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