

STEPAN CO

Form 4

November 14, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Servatius Gregory

(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)
11/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP of Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/09/2016		M		1,000	A	\$ 25.605	19,342.81	D
Common Stock	11/09/2016		S		1,000	D	\$ 72.93	18,342.81	D
Common Stock	11/10/2016		M		1,000	A	\$ 25.605	19,342.81	D
Common Stock	11/10/2016		S		1,000	D	\$ 73.93	18,342.81	D
Common Stock	11/10/2016		M		1,000	A	\$ 25.605	19,342.81	D

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Common Stock	11/10/2016	S	1,000	D	\$ 74.93	18,342.81	D
Common Stock	11/11/2016	M	832	A	\$ 25.605	19,174.81	D
Common Stock	11/11/2016	S	800	D	\$ 76.93	18,374.81	D
Common Stock	11/11/2016	S	32	D	\$ 77.0401	18,342.81	D
Common Stock	11/11/2016	M	1,000	A	\$ 25.605	19,342.81	D
Common Stock	11/11/2016	S	1,000	D	\$ 75.93	18,342.81	D

Common Stock						442,047	I	Member Of Plan Committee Of Stepan Company
Common Stock						8,816.398 ⁽¹⁾	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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
								Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.605	11/09/2016		M	1,000	02/09/2012 02/08/2018	Common Stock	1,000

Employee Stock Option (Right to Buy)	\$ 25.605	11/10/2016	M	1,000	02/09/2012	02/08/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 25.605	11/10/2016	M	1,000	02/09/2012	02/08/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 25.605	11/11/2016	M	1,000	02/09/2012	02/08/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 25.605	11/11/2016	M	832	02/09/2012	02/08/2018	Common Stock	832

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Servatius Gregory 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			VP of Human Resources	

Signatures

/s/ Gregory
Servatius

11/14/2016

**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).

(1) Reflects ESOP II acquisitions and dispositions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.

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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