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STEPAN CO Form 4	C										
February 24,	, 2014										
FORM	14					~TT 4	NCE	COMMERIO	N.T.	APPROVAL	
Washington, D.C. 20549							N OMB Number:	3235-0287			
Check th if no long	-						Expires:	January 31 2005			
subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16.				SECUR	Estimate burden h response	d average ours per					
obligatio may cont <i>See</i> Instr 1(b).	tinue. Section 17(ility Hold vestment	•	· ·	•	of 1935 or Secti 940	on		
(Print or Type l	Responses)										
STEPAN F QUINN Symbol			mbol	uer Name and Ticker or Trading l AN CO [SCL]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Earliest Tr	-			(Check all applicable)			
			Ionth/Da	/Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman			
NORTHFIE	(Street) ELD, IL 60093			ndment, Da h/Day/Year	-	l		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) 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)	
Common Stock	02/20/2014			S	21	D		374,112	D		
Common Stock								71,074.324 (1)	I	By ESOP II Trust	
Common Stock								530,542	I	Stepan Venture II Partnership	
Common Stock								286,126	Ι	By spouse	

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

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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
STEPAN F QUINN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	Х		Chairman				
Signatures							
Kathleen O. Sherlock, Attorney-in-Fact	02/24/2014						
**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 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. 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.