

STEPAN F QUINN JR
Form 4
August 23, 2012

FORM 4

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

OMB APPROVAL

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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 *
STEPAN F QUINN JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
22 W. FRONTAGE RD.

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
NORTHFIELD, IL 60093

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/14/2012		G ⁽¹⁾	V 3,749 D \$ 0 0		I	By Spouse
Common Stock	08/14/2012		G ⁽¹⁾	V 3,749 A \$ 0 59,461		D ⁽²⁾	
Common Stock	08/20/2012		G ⁽³⁾	V 36,056 D \$ 0 55,706.805		D	
Common Stock	08/20/2012		G ⁽³⁾	V 36,056 A \$ 0 95,517		D ⁽²⁾	
Common Stock	08/22/2012		G ⁽⁴⁾	V 44,017 D \$ 0 51,500		D ⁽²⁾	

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Common Stock	08/22/2012	G ⁽⁴⁾	V	44,017	A	\$ 0	44,017	I	By Family Trust IV ⁽⁵⁾
Common Stock							4,188.585	I	By ESOP II Trust ⁽⁶⁾
Common Stock							30,257	I	By Family LLC ⁽⁵⁾
Common Stock							24,000	I	By Family Trust ⁽⁵⁾
Common Stock							7,500	I	By Family Trust II
Common Stock							17,464	I	By Family Trust III
Common Stock							309,917	I	Member of the Plan Committee of Stepan Company

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.

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEPAN F QUINN JR
22 W. FRONTAGE RD.
NORTHFIELD, IL 60093

X

President & CEO

Signatures

F. Quinn Stepan,
Jr.

08/23/2012

**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) These transactions involved a gift of securities by the Reporting Person's spouse to a joint tenancy account with the Reporting Person.
- (2) Joint Tenancy with spouse.
- (3) These transactions involved a gift of securities by the Reporting Person to a joint tenancy account with his spouse.
- (4) These transactions involved a gift of securities by the Reporting Person's joint tenancy account with his spouse to Family Trust IV.
- (5) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

The Reporting Person no longer has a reportable beneficial interest in (A) 17,179 shares of Issuer common stock owned by his children (and included in the Reporting Person's prior ownership reports as owned by his children), (B) 37,488 shares of Issuer common stock
- (6) owned by his children (and included in the Reporting Person's prior ownership reports as owned by him as custodian for his children) and (C) 1,200 shares of Issuer common stock owned by his children (and included in the Reporting Person's prior ownership reports as owned by his spouse as custodian for his children).

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.