

HURLBUTT JAMES E
Form 4
August 27, 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 *
HURLBUTT JAMES E

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 ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & Chief Financial Officer

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/23/2012		M ⁽¹⁾		900	A	\$ 36.92	5,088.588	D
Common Stock	08/23/2012		S ⁽¹⁾		100	D	\$ 96	4,988.588	D
Common Stock	08/23/2012		S ⁽¹⁾		700	D	\$ 96.05	4,288.588	D
Common Stock	08/23/2012		S ⁽¹⁾		100	D	\$ 96.055	4,188.588	D
Common Stock	08/24/2012		M ⁽¹⁾		2,729	A	\$ 36.92	6,917.588	D

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Common Stock	08/24/2012	<u>S</u> (1)	29	D	\$ 96	6,888.588	D	
Common Stock	08/24/2012	<u>S</u> (1)	2,700	D	\$ 96.02	4,188.588	D	
Common Stock						95.366 (2)	I	By ESOP II Trust
Common Stock						309,917	I	Member of Plan Committee of Stepan Company

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 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 36.92	08/23/2012		<u>M</u> (1)	900	02/10/2011 02/09/2017	Common Stock	900
Employee Stock Option (Right to Buy)	\$ 36.92	08/24/2012		<u>M</u> (1)	2,729	02/10/2011 02/09/2017	Common Stock	2,729

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HURLBUTT JAMES E
22 W. FRONTAGE ROAD
NORTHFIELD, IL 60093

V.P. & Chief Financial Officer

Signatures

Kathleen O. Sherlock,
Attorney-in-fact

08/27/2012

__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) Transaction completed pursuant to a 10b5-1 trading plan.
 - (2) 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.