

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

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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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 11/09/2016                              |                                                             | M                                    |                                                                         | 1,000                                                                                                              | A                                                                       | \$ 25.605 19,342.81                                               |
| Common<br>Stock                       | 11/09/2016                              |                                                             | S                                    |                                                                         | 1,000                                                                                                              | D                                                                       | \$ 72.93 18,342.81                                                |
| Common<br>Stock                       | 11/10/2016                              |                                                             | M                                    |                                                                         | 1,000                                                                                                              | A                                                                       | \$ 25.605 19,342.81                                               |
| Common<br>Stock                       | 11/10/2016                              |                                                             | S                                    |                                                                         | 1,000                                                                                                              | D                                                                       | \$ 73.93 18,342.81                                                |
| Common<br>Stock                       | 11/10/2016                              |                                                             | M                                    |                                                                         | 1,000                                                                                                              | A                                                                       | \$ 25.605 19,342.81                                               |

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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 <sup>(1)</sup> | I | By Esop II Trust                           |

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

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                  | Director      | 10% Owner | Officer               | Other |
| Servatius Gregory<br>22 W. FRONTAGE ROAD<br>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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