STEPAN F QUINN JR

Form 4

Stock

Common

December 18, 2012

FUNI	VI 4 UNITED STATES SECUDITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check	this box		***	asimigu	n, D.C. 20	349				January 31,	
if no lo		MENT OF	СНА	NGES II	N BENEF	ICTA	L OWN	NERSHIP OF	Expires:	2005	
subject Section	. 10	VIETVI OI			JRITIES		20 ,,,,	(English Ol	Estimated		
Form 4				~					burden hou response	•	
Form 5	riieu pu	rsuant to S	ection	16(a) of	the Securit	ies E	xchange	e Act of 1934,	тоороноон	. 0.0	
obligat	ontinue. Section 17	(a) of the P	Public U	Utility H	olding Cor	npan	y Act of	1935 or Section	1		
	truction	30(h)	of the l	Investme	nt Compar	y Ac	t of 194	0			
1(b).											
(Print or Typ	e Responses)										
		_ *									
	Address of Reporting F QUINN JR	-	2. Issuer Name and Ticker or Trading				ng	5. Relationship of Reporting Person(s) to Issuer			
SILIAN	r Quint JK		Symbol		CCI 1			155401			
				AN CO [_			(Check	k all applicabl	e)	
(Last)	(First)				Transaction				100		
22 W FR	ONTAGE RD.		(Month)	/Day/Year))			_X_ Director _X_ Officer (give		% Owner her (specify	
22 W. I'K	ONTAGE RD.		12/14/	2012				below)	below)	\1	
								Pres	ident & CEO		
	(Street)				Date Origina	1		6. Individual or Joi	int/Group Fili	ng(Check	
			Filed(M	onth/Day/Y	ear)			Applicable Line) _X_ Form filed by O	ne Reporting P	erson	
NORTHF	IELD, IL 60093							Form filed by M			
								Person			
(City)	(State)	(Zip)	Ta	ble I - Nor	-Derivative	Secur	ities Acqu	uired, Disposed of,	, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	i	3.	4. Securitie	s Acq	uired (A)	uired, Disposed of, 5. Amount of	6.	7. Nature of	
1.Title of Security	` ,	2A. Deemed Execution D	i	3. Transacti	4. Securitie	s Acq d of (E	uired (A)	uired, Disposed of, 5. Amount of Securities	6. Ownership	7. Nature of Indirect	
1.Title of	2. Transaction Date	2A. Deemed	l Date, if	3.	4. Securitie	s Acq d of (E	uired (A)	uired, Disposed of, 5. Amount of	6.	7. Nature of	
1.Title of Security	2. Transaction Date	2A. Deemed Execution Dany	l Date, if	3. Transacti Code	4. Securitie	s Acq d of (E	uired (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	
1.Title of Security	2. Transaction Date	2A. Deemed Execution Dany	l Date, if	3. Transacti Code	4. Securitie	s Acq d of (E	uired (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
1.Title of Security	2. Transaction Date	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securitie or Disposed (Instr. 3, 4	s Acq d of (I and 5)	uired (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securitie owr Disposed (Instr. 3, 4	s Acq d of (E and 5)	uired (A)	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	
1.Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securitie or Disposed (Instr. 3, 4	s Acq d of (I and 5)	uired (A) Price \$	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 113,427.722	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4) Amount 160.417	s Acq d of (E and 5) (A) or (D)	uired (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 113,427.722	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
1.Title of Security (Instr. 3) Common Stock Common	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4) Amount 160.417	s Acq d of (E and 5) (A) or (D)	uired (A) Price \$	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 113,427.722 (2) 8,427.442 (3)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
1.Title of Security (Instr. 3) Common Stock Common Stock	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany	l Date, if	3. Transacti Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4) Amount 160.417	s Acq d of (E and 5) (A) or (D)	uired (A) Price \$	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 113,427.722	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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By Family Trust II

15,000 (9)

I

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Common Stock	34,928 (10)	I	By Family Trust III
Common Stock	38,304 (11)	I	By Family Trust IV (8)
Common Stock	158,024 (12)	I	By Family LLC (8)
Common Stock	619,834 (13)	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.

SEC 1474

(9-02)

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. Number of	Date Exer	cisable and	7. Title and A	Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration D	ate	Underlying S	Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	r				(I
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (14)	(15)	12/14/2012		A	141.955	(16)	(16)	Common Stock	141.955	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
STEPAN F QUINN JR	3 7		D 11 + 0 CEO			
22 W. FRONTAGE RD. NORTHFIELD, IL 60093	X		President & CEO			

Signatures

F. Quinn Stepan, Jr.	12/18/2012		
**Signature of Reporting Person	Date		

Reporting Owners 2

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 acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 56,713.861 additional shares of Common Stock.
- (3) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 4,213.721 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 50,798 additional shares of Common Stock.
- (6) Joint Tenancy with Spouse.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 24,000 additional shares of Common Stock.
- (8) 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.
- (9) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 7,500 additional shares of Common Stock.
- (10) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 17,464 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 19,152 additional shares of Common Stock.
- (12) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 79,012 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 309,917 additional shares of Common Stock.
- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified (14) deferred compensation plan which allows MIP participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to MIP provisions.
- (15) Share Units convert on a one-for-one basis into Common Stock.
- (16) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (17) Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 44,875.404 additional Share Units.

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.