

STEPAN F QUINN JR  
Form 4  
March 06, 2018

**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)

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

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

22 W. FRONTAGE ROAD

03/02/2018

Chairman, President & CEO

(Street)

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

NORTHFIELD, IL 60093

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2018		G	V	11,834	D	\$ 0
							108,608 <sup>(1)</sup>
Common Stock	03/02/2018		M		10,000	A	\$ 37.51
							163,404.634 <sup>(1)</sup>
Common Stock	03/02/2018		S		10,000	D	\$ 79.814
							153,404.634 <sup>(3)</sup>
Common Stock	03/06/2018		G	V	1,936	D	\$ 0
							106,672
Common Stock	03/05/2018		M		10,000	A	\$ 37.51
							163,404.634

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Common Stock	03/05/2018	S	5,000	D	\$ 80.952 (4)	158,404.634	D	
Common Stock	03/05/2018	S	4,472	D	\$ 81.814 (5)	153,932.634	D	
Common Stock	03/05/2018	S	528	D	\$ 82.705 (6)	153,404.634	D	
Common Stock	03/06/2018	M	10,000	A	\$ 37.51	163,404.634	D	
Common Stock	03/06/2018	S	10,000	D	\$ 82.689 (7)	153,404.634	D	
Common Stock	03/06/2018	M	5,766	A	\$ 37.51	159,170.634	D	
Common Stock	03/06/2018	S	5,766	D	\$ 83.784 (8)	153,404.634	D	
Common Stock						11,066.432	I	By Esop II Trust
Common Stock						160,000	I	By Family LLC (9)
Common Stock						48,000	I	By Family Trust (9)
Common Stock						54,978	I	By Family Trust III
Common Stock						40,000	I	By Family Trust IV (9)
Common Stock						0 (1)	I	By Spouse
Common Stock						401,210	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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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 37.51	03/02/2018		M	10,000	02/07/2013	02/06/2019	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 37.51	03/05/2018		M	10,000	02/07/2013	02/06/2019	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 37.51	03/06/2018		M	15,766	02/07/2013	02/06/2019	Common Stock	15,766

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN JR 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	X		Chairman, President & CEO	

## Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn Stepan, Jr. 03/06/2018

\_\_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) Prior to the gift transfer, the reporting person and his spouse transferred 15,074 shares of Common Stock and 945 shares of Common Stock, respectively, from their individual accounts into their Joint Tenancy account.

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(2) Joint Tenancy with Spouse.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (3) from \$79.62 to \$80.06, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (4) from \$80.47 to \$81.08, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (5) from \$81.50 to \$82.37, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (6) from \$82.55 to \$82.735, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (7) from \$82.29 to \$83.25, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging

- (8) from \$83.39 to \$84.108, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

- (9) 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 purpose of Section 16 or for any other purpose.

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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