

STEPAN CO
Form 4
May 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
Mergner Arthur W

(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)
05/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & General Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Price | | | |
| Common Stock | 05/08/2015 | | M | 3,000 A \$ 16.085 | 7,716 | D | |
| Common Stock | 05/08/2015 | | S | 60 D \$ 49.82 | 7,656 | D | |
| Common Stock | 05/08/2015 | | S | 500 D \$ 49.85 | 7,156 | D | |
| Common Stock | 05/08/2015 | | S | 200 D \$ 49.89 | 6,956 | D | |
| Common Stock | 05/08/2015 | | S | 100 D \$ 49.9 | 6,856 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------------|---|------------------|
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.91 | 6,756 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.92 | 6,656 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.93 | 6,556 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.94 | 6,456 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.96 | 6,356 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 49.97 | 6,256 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 50.02 | 6,156 | D | |
| Common Stock | 05/08/2015 | S | 440 | D | \$ 50.09 | 5,716 | D | |
| Common Stock | 05/08/2015 | S | 200 | D | \$ 50.2 | 5,516 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 50.22 | 5,416 | D | |
| Common Stock | 05/08/2015 | S | 600 | D | \$ 50.27 | 4,816 | D | |
| Common Stock | 05/08/2015 | S | 100 | D | \$ 50.37 | 4,716 | D | |
| Common Stock | | | | | | 5,713.131 ⁽¹⁾ | 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) | \$ 16.085 | 05/08/2015 | M | | | | 02/12/2010 | 02/11/2016 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mergner Arthur W 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093 | | | VP & General Manager | |

Signatures

Joan L. Bradford,
Attorney-in-fact

05/11/2015

**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 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.