STEPAN F QUINN

Form 4

September 19, 2011

## FORM 4

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

OMB Number: 3235-0287

Check this box
if no longer
subject to
Station 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

subject to
Section 16.
Form 4 or
Form 5

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> STEPAN F QUINN

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

22 W. FRONTAGE ROAD

STEPAN CO [SCL]

(Check all applicable)

(Last) (First) (Middle)

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

(Month/Day/Year)

\_X\_\_ Director \_\_\_X\_\_ 10% Owner \_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify

09/15/2011

below) below) Chairman

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) Applie

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securities A	.cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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)
Common Stock						112,518.778 (1)	D	
Common Stock						39,891.854 <u>(1)</u>	I	By ESOP II Trust
Common Stock						426,584	I	By spouse as custodian for children
Common Stock						58,840	I	By self as custodian for children
						114,691	I	

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Common Stepan
Stock Venture II
Partnership
Common
Stock 143,063 I By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transacti Code (Instr. 8)	FransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (2)	<u>(3)</u>	09/15/2011		A	712.427		<u>(4)</u>	<u>(4)</u>	Common Stock	712.427	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F</b>	Director	10% Owner	Officer	Other			
STEPAN F QUINN							
22 W. FRONTAGE ROAD	X	X	Chairman				
NORTHFIELD, IL 60093							

# **Signatures**

Frank Quinn
Stepan

\*\*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) Effective July 1, 2011, the Employee Stock Ownership Plan ("ESOP") merged with and into the Employee Stock Ownership Plan II ("ESOP II"). All shares previously held under ESOP and ESOP II are now reflected as indirect holdings under the ESOP II trust. The amount reported for ESOP II in column five consists of shares that were previously reported as direct holdings, but are now reported as indirect holdings. The amount reported for ESOP II in column five also includes 144.550 shares of common stock acquired pursuant to a

Reporting Owners 2

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dividend reinvestment feature of ESOP II. In addition, 216 shares from ESOP and 2,005 shares from ESOP II were sold on April 7, 2011, to comply with minimum required distribution rules under ESOP and ESOP II.

- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified 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.
- (3) Share Units convert on a one-for-one basis into Common Stock.
- (4) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (5) 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.

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.