#### VENEGONI JOHN V

Form 4

March 01, 2012

## 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

# 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

*See* Instruction 1(b).

obligations

may continue.

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * VENEGONI JOHN V  (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol STEPAN CO [SCL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
22 W. FRONTAGE ROAD			02/28/2012	X Officer (give title Other (specify below)			
				VP/GM Surfactants			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NORTHFIELD, IL 60093				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-D	<b>Derivative</b>	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(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	02/28/2012		Code V  M(1)	Amount 2,000	(D)	Price \$ 51.21	16,592.572	D	
Common Stock	02/28/2012		S <u>(1)</u>	2,000	D	\$ 87.43	14,592.572	D	
Common Stock	02/29/2012		S(1)	1,845	D	\$ 91.43	12,747.572	D	
Common Stock	02/29/2012		M(1)	1,304	A	\$ 51.21	14,051.572	D	
Common Stock	02/29/2012		S <u>(1)</u>	1,004	D	\$ 89.55 (2)	13,047.572	D	

**OMB APPROVAL** 

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Common Stock	02/29/2012	S <u>(1)</u>	200	D	\$ 90.86 (3)	12,847.572	D	
Common Stock	02/29/2012	S(1)	100	D	\$ 91.61	12,747.572	D	
Common Stock						4,169.664	I	By ESOP II Trust
Common Stock						1,000	I	By self as custodian for child

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. Transaction Code (Instr. 8)	5. Number on 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)	\$ 51.21	02/28/2012		M <u>(1)</u>	2,000	02/09/2012	02/08/2018	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 51.21	02/29/2012		M <u>(1)</u>	1,304	02/09/2012	02/08/2018	Common Stock	1,304

## **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

VENEGONI JOHN V 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

**VP/GM Surfactants** 

### **Signatures**

John V. Venegoni 03/01/2012

\*\*Signature of Date

Reporting Person

### **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) Transaction completed pursuant to a 10b5-1 Trading Plan.
- This transaction was executed in multiple trades at prices ranging from \$89.43 to \$90.02. The price reported reflects the weighted average (2) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$90.52 to \$91.20. The price reported reflects the weighted average (3) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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.

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