FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF	CHAN	NGI
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F CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STEPAN F QUINN JR						EPAN CO [S	Зутьог	Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) 22 W. FRONTAGE RD.						te of Earliest Trans 6/2012	action (Month	n/Day/Year)		X Officer (give title below) Other (specify below) President & CEO					
(Street) NORTHFIELD IL 60093						Amendment, Date o	d (Month/Da		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(S	tate)	(Zip)		Person											
		Tab	le I - No	on-Deriv	ative	Securities Ac	quirec	l, Di	sposed o	f, or Be	neficia	lly Owned	l			
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) of Disposed Of (D) (Instr. 3, 4 a 5)			5. Amount Securities Beneficial Owned Fo Reported	у	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Ind direct Be 4) Ov	Nature of direct eneficial vnership estr. 4)	
							Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 ar			(
Common	Stock			07/16/2	2012		M ⁽¹⁾		48,716	A	\$24.9	124,81	9.805	D		
Common	Stock			07/16/2	2012		F ⁽¹⁾		33,057	D	\$95.2	91,762	2.805	D		
Common	Stock											4,188	.585	I		y ESOP Trust
Common	Stock											55,7	'12	D	2)	
Common	Stock											3,74	49	I	B	y Spouse
Common	Stock											17,1	79	I	B; C	y hildren
Common	Stock											37,4	.88	I	C fo	y Self as ustodian or hildren
Common	Stock											1,20	00	I	as Cr fo	ustodian
Common Stock											30,2	57	I		y Family LC ⁽³⁾	
Common Stock											24,0	00	I		y Family rust ⁽³⁾	
Common Stock											7,50	00	I		y Family rust II	
Common Stock											17,4	64	I		y Family rust III	
Common Stock											309,	917	I		tember the Plan ommittee Stepan ompany	
			Table II			ecurities Acqı alls, warrants						y Owned				
1. Title of Derivative Conversion Security (Instr. 3) Instr. 3) 2.			n Date, T	i. Transacti Code (Ins		6. Date Exerc Expiration Da (Month/Day/Y		te	and 7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)		Derivative Security	Derivative derivat Security Securit		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

		-	able II - Deriv (e.g.,					uired, Dis , options,				Owned			
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)	Code (8)	ction	of Deri Sec Acq (A) o Disp of (I	ivative urities uired or oosed D) (Instr. and 5)	Experies Externed Experiention De (Month/Day/N	isDadde and te	Titletle and Simocest of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership- Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
-Employee - Stock Option (Right to Buy)	\$24.94	07/16/2012		M ⁽¹⁾			48,716	12/22/2004	02/09/2014	Common Stock	48,716	\$0	0	D	

Explanation of Responses:

- 1. Transaction completed pursuant to a 10b5-1 trading plan.
- 2. Joint Tenancy with Spouse.
- 3. 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.

<u>F. Quinn Stepan, Jr.</u> <u>07/18/2012</u>

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.