SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* Moriarty Sean Thomas	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) 22 WEST FRONTAGE ROAD	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2019	Director 10% Owner X Officer (give title below) Other (specify below) VP & GM Polymers
(Street) NORTHFIELD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(City) (State) (Zip)		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2019		M		2,529	A	(1)	5,796.5426	D	
Common Stock	02/20/2019		A		81.636	A	$92.29	3,744.367	I	By ESOP II Trust

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 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				
Stock Option (Right to Buy)	$92.29	02/20/2019		A		2,531		12/31/2019(2)	02/19/2029	Common Stock	2,531	$0	2,531	D	
Stock Appreciation Right	$9,229	02/20/2019		A		7,593		12/31/2019(2)	02/19/2029	Common Stock	7,593	$0	7,593	D	
Performance Shares	(3)	02/20/2019		A		1,950		(3)	(3)	Common Stock	1,950	(3)	1,950	D	
Performance Shares	(4)	02/20/2019		M			1,368	(4)	(4)	Common Stock	1,368	(1)	0	D	

Explanation of Responses:

1. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2018.

2. Vests ratably over three years beginning on the date shown.

3. Each performance share represents a contingent right to receive one share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2021.

4. Each performance share represents a contingent right to receive one share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2018.

/s/ Stephanie J. Pacitti, attorney-in-fact for Sean T. Moriarty   02/22/2019

** Signature of Reporting Person   Date