

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>STEPAN F QUINN</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>22 W. FRONTAGE ROAD</u></p> <hr/> <p>(Street)</p> <p><u>NORTHFIELD IL 60093</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>STEPAN CO [ SCL ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/01/2019</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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	02/01/2019		M		42,689.962	A	(1)	127,749.964	D	
Common Stock	02/01/2019		D <sup>(2)</sup>		41,621.831	D	\$87.93	85,060.002	D	
Common Stock	02/01/2019		F <sup>(3)</sup>		448.081	D	\$87.93	127,301.883	D	
Common Stock								102.456	I	By Esop II Trust
Common Stock								170,269	I	By Spouse
Common Stock								505,222	I	Stepan Venture II Partnership

**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				
Share Units <sup>(4)</sup>	<sup>(5)</sup>	02/01/2019		M		42,689.962		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	42,689.962	<sup>(1)</sup>	305,143.618	D	

**Explanation of Responses:**

- Share Units converted on a one-for-one basis into Common Stock. The Share Units were acquired under the Management Incentive Plan (As Amended and Restated Effective January 1, 2015) ("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.
- Reflects Share Units that were settled in cash pursuant to the terms of the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
- Reflects shares withheld in connection with settlement of stock-settled share units under the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
- Share Units were acquired under the MIP.
- Share Units convert on a one-for-one basis into Common Stock
- Amounts deferred into Share Units are distributed to the participant in ten installments following the end of employment.

/s/ Stephanie J. Pacitti, attorney-in-fact for F. Quinn Stepan 02/04/2019

\*\* 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.

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