

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* STEPAN F QUINN JR	2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO</div>
(Last) (First) (Middle) 22 W. FRONTAGE ROAD	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2016	
(Street) NORTHFIELD IL 60093	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(City) (State) (Zip)		

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	02/21/2017		M		8,693	A	(1)	152,044.121	D	
Common Stock	02/23/2017		J		40,837(2)	D	\$78.91	401,210	I	Member Of Plan Committee Of Stepan Company
Common Stock	02/23/2017		A		102.495	A	\$78.91	10,843.63	I	By Esop II Trust
Common Stock								104,423	D(3)	
Common Stock								160,000	I	By Family LLC(4)
Common Stock								48,000	I	By Family Trust(4)
Common Stock								54,978	I	By Family Trust III
Common Stock								40,000	I	By Family Trust IV(4)

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)	\$78.58	02/21/2017		A		24,051		02/21/2018(5)	02/20/2027	Common Stock	24,051	\$0	24,051	D	
Stock Appreciation Right	\$78.58	02/21/2017		A		24,051		02/21/2018(5)	02/20/2027	Common Stock	24,051	\$0	24,051	D	
Performance Shares	(6)	02/21/2017		A		9,672		(6)	(6)	Common Stock	9,672	\$0	9,672	D	
Performance Shares	(7)	02/21/2017		M			9,691	(7)	(7)	Common Stock	9,691	(7)	0	D	

Explanation of Responses:

1. Amount reported reflects vesting of 8,693 performance shares as shown on Table II due to achievement of certain financial targets by December 31, 2016.
2. Reflects transfer of 40,837 shares of Stepan Company Common Stock from the Stepan Company Pension Plan to the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. The reporting person is a member of the Plan Committee of Stepan Company which has oversight responsibility over investments of funds for employee benefit programs.
3. Joint Tenancy with Spouse.
4. 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 purposes of Section 16 or for any other purpose.
5. Vests ratably over three years beginning on the date shown.
6. Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31,

2019.
7. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2016.

/s/ Matthew M. Rice, attorney-
in-fact for F. Quinn Stepan, Jr. 02/23/2017
** 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.