

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
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1. Name and Address of Reporting Person* <u>STEPAN F QUINN JR</u> (Last) (First) (Middle) <u>22 W. FRONTAGE RD.</u> (Street) <u>NORTHFIELD IL 60093</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO [SCL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/19/2012		M		20,000	A	\$26.25	75,851.444	D	
Common Stock	11/19/2012		F		13,683	D	\$95.5	62,168.444	D	
Common Stock	11/19/2012		M		30,000	A	\$31.7	92,168.444	D	
Common Stock	11/19/2012		F		21,271	D	\$95.5	70,897.444	D	
Common Stock	11/19/2012		M		28,188	A	\$32.17	99,085.444	D	
Common Stock	11/19/2012		F		20,046	D	\$95.5	79,039.444	D	
Common Stock	11/20/2012		M		1,110	A	\$32.17	80,149.444	D	
Common Stock	11/20/2012		S		100	D	\$96.815	80,049.444	D	
Common Stock	11/20/2012		S		100	D	\$96.85	79,949.444	D	
Common Stock	11/20/2012		S		100	D	\$96.96	79,849.444	D	
Common Stock	11/20/2012		S		10	D	\$97.17	79,839.444	D	
Common Stock	11/20/2012		S		100	D	\$97.37	79,739.444	D	
Common Stock	11/20/2012		S		100	D	\$97.38	79,639.444	D	
Common Stock	11/20/2012		S		100	D	\$97.55	79,539.444	D	
Common Stock	11/20/2012		S		100	D	\$97.66	79,439.444	D	
Common Stock	11/20/2012		S		100	D	\$97.7	79,339.444	D	
Common Stock	11/20/2012		S		100	D	\$97.73	79,239.444	D	
Common Stock	11/20/2012		S		100	D	\$97.75	79,139.444	D	
Common Stock	11/20/2012		S		100	D	\$97.83	79,039.444	D	
Common Stock	11/20/2012		M		702	A	\$32.17	79,741.444	D	
Common Stock								51,500	D ⁽¹⁾	
Common Stock								4,200.471	I	By ESOP II Trust
Common Stock								30,257	I	By Family LLC ⁽²⁾
Common Stock								24,000	I	By Family Trust ⁽²⁾
Common Stock								7,500	I	By Family Trust II
Common Stock								17,464	I	By Family Trust III

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								44,017	I	By Family Trust IV ⁽²⁾
Common Stock								309,917	I	Member of the Plan Committee of Stepan Company

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					
Employee Stock Option (Right to Buy)	\$26.25	11/19/2012		M			20,000	02/14/2008	02/13/2016	Common Stock 20,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$31.7	11/19/2012		M			30,000	02/13/2009	02/12/2015	Common Stock 30,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$32.17	11/19/2012		M			28,188	02/12/2010	02/11/2016	Common Stock 28,188	\$0	1,812	D	
Employee Stock Option (Right to Buy)	\$32.17	11/20/2012		M			1,110	02/12/2010	02/11/2016	Common Stock 1,110	\$0	702	D	
Employee Stock Option (Right to Buy)	\$32.17	11/20/2012		M			702	02/12/2010	02/11/2016	Common Stock 702	\$0	0	D	

Explanation of Responses:

- Joint Tenancy with spouse.
- 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.

E. Quinn Stepan, Jr.

11/21/2012

** 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.