

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* 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2010			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		
22 W. FRONTAGE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year) 02/11/2010					
(Street) NORTHFIELD IL 60093								
(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	02/09/2010 ⁽¹⁾		A		5,858 ⁽¹⁾	A	\$0.00	54,651.0816	D	
Common Stock								7,081	I	By Spouse
Common Stock								36,447	I	By Self as Custodian for Children
Common Stock								50,880	D ⁽²⁾	
Common Stock								21,312	I	By Family Trust ⁽³⁾
Common Stock								30,257	I	By Family LLC ⁽³⁾
Common Stock								15,792	I	By Children

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
Employee Stock Option (Right to Buy)	\$51.21	02/09/2010		A		27,174		02/09/2012	02/08/2018	Common Stock	27,174	\$0.00	27,174	D	
Performance Shares	(4)	02/09/2010		A		5,858		(4)	(4)	Common Stock	5,858	\$0.00	5,858	D	

Explanation of Responses:

- This award of restricted stock was incorrectly reported in 2010 on Table II of the original Form 4. This amendment is being filed solely to correctly report the award on Table I. These restricted shares were also omitted from the totals in Column 5 of Table I on Forms filed by the Reporting Person subsequent to February 11, 2010. The number of shares reported as being granted for this award does not reflect the additional 5,858 shares that resulted from the November 30, 2012 two-for-one stock split, which additional shares were also omitted from the totals in Column 5 of Table I on Forms filed by the Reporting Person subsequent to November 30, 2012 (reflecting the stock split, the number of shares subject to this award and reported as acquired on February 9, 2010 would be 11,716). The number of shares reflected in Column 5 of Table I of this amendment is the total number of shares held as of the original filing date (and does not reflect the November 30, 2012 stock split).
- 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.
- 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, 2012.

Remarks:

F. Quinn Stepan, Jr.

02/11/2015

** 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.