FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

heck this box if no longer subject to
ection 16. Form 4 or Form 5
bligations may continue. See
bligations may continue. See

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	uon 1(b).										company Act		1304							
1. Name an		2. Issuer Name and Ticker or Trading Symbol STEPAN CO [ SCL ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner  X Officer (give title Other (specify below)  Chairman, President & CEO										
(Last) (First) (Middle) 22 W. FRONTAGE ROAD						3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017														
(Street) NORTHFIELD IL 60093					- 4. li	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(S		(Zip)			tive Securities Acquired, Disposed of, or Benefic									Person					
		Tab	le I - N	on-Deriv	vative	Sec	uriti	ies Ac	quire	d, Di	isposed o	of, or B	enefic	cially	Owned	l 				
1. Title of Security (Instr. 3)  2. Transactio Date (Month/Day/Y						Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a				Securition Benefici Owned I	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code V		Amount	(A) or (D) Price			Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Common	Stock			05/01/2	2017				М		4,348	A	\$25	5.605	145,9	18.957	D			
Common	Stock			05/01/2	2017				S		4,348	D	\$85.	592 <sup>(1)</sup>	141,5	70.957	D			
Common Stock 05/0					05/02/2017				М		236	A	\$25	5.605	141,8	06.957	D			
Common Stock 0				05/02/2017					S		236	D	\$8	5.5	141,5	70.957	D			
Common Stock			05/03/2017					М		9,764	A	\$25	.605	151,3	34.957	D				
Common Stock			05/03/2017					S		9,764	D	\$85.	378 <sup>(2)</sup>	141,5	70.957	D				
Common	Stock														104	1,423	D <sup>(3)</sup>			
Common	Stock														10,87	72.422	I	By Esop II Trust		
Common	Stock														160	),000	I	By Family LLC <sup>(4)</sup>		
Common Stock															48	,000	I	By Family Trust <sup>(4)</sup>		
Common Stock															54	,978	I	By Family Trust III		
Common Stock															40	,000	I	By Family Trust IV <sup>(4)</sup>		
Common Stock						768		68	I	By Spouse										
		7	able II								posed of converti				wned					
1. Title of Derivative Security (Instr. 3)  2. Conversio or Exercise Price of Derivative Security		on Date (Month/Day/Year) Executif any (Month		3A. Deemed 4. Execution Date, Tr		saction of the control of the contro		umber vative urities uired or oosed O) tr. 3, 4		Exercion Da	isable and	7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. D S	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficia Ownersh t (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amo or Num of Shar	ber						

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				
Employee Stock Option (Right to Buy)	\$25.605	05/01/2017		М			4,348	02/09/2012	02/08/2018	Common Stock	4,348	\$0	40,000	D	
Employee Stock Option (Right to Buy)	\$25.605	05/02/2017		М			236	02/09/2012	02/08/2018	Common Stock	236	\$0	39,764	D	
Employee Stock Option (Right to Buy)	\$25.605	05/03/2017		М			9,764	02/09/2012	02/08/2018	Common Stock	9,764	\$0	30,000	D	

## **Explanation of Responses:**

- 1. The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$85.45 to \$85.71, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- 2. The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$85.15 to \$85.79, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- 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 purpose of Section 16 or for any other purpose.

/s/ Matthew M. Rice, attorneyin-fact for F. Quinn Stepan, Jr. 05/03/2017

\*\* 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.