FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>STEPAN F QUINN JR</u>						2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 22 W. FRONTAGE ROAD						3. Date of Earliest Transaction (Month/Day/Year) 05/04/2017								X Officer (give title Other (specify below) Chairman, President & CEO					
//Street)					4. I1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street) NORTHFIELD IL 60093															X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)											Person								
		Tab	le I - No	n-Deriv	/ative	Sec	uriti	es Ac	quire	d, Di	isposed o	of, or B	enefic	ially	Owned	l			
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Ye		Exe if an	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securitie Disposed C	s Acquired (A) or f (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect		
									Code	v	Amount	(A) or (D)	Price		Transact (Instr. 3	tion(s)		(,	
Common	Stock			05/04/2	2017				М		904	A	\$25.	605	142,4	74.957	D		
Common	Stock			05/04/2	2017				S		904	D	\$85.4	108 ⁽¹⁾	141,5	70.957	D		
Common	Stock			05/05/2	2017				M		4,096	A	\$25.	605	145,6	66.957	D		
Common Stock				05/05/2017					S		4,096	D	\$85.1	64(2)	141,5	70.957	D		
Common	Stock			05/08/2	2017				М		4,619	A	\$25.	605	146,1	89.957	D		
Common	Stock			05/08/2	2017				S		4,619	D	\$85.4	139 ⁽³⁾	141,5	70.957	D		
Common	Stock														104	1,423	D ⁽⁴⁾		
Common	Stock														10,87	72.422	I	By Esop II Trust	
Common Stock															160),000	I	By Family LLC ⁽⁵⁾	
Common Stock														48,	,000	I	By Family Trust ⁽⁵⁾		
Common Stock															54,	,978	I	By Family Trust III	
Common Stock															40,000		I	By Family Trust IV ⁽⁵⁾	
Common Stock														768		68	I	By Spouse	
		-	Table II -								posed of converti				wned				
Derivative Conversion Date Security or Exercise (Month/Day/Year) if		if any	Deemed 4. ecution Date, Tra		saction e (Instr. Securitie Acquired (A) or Dispose of (D) (Instr. 3, and 5)		umber vative urities uired r osed)	-	Exerc	isable and	7. Title a Amount Securitie Underlyi Derivativ	nount of Decurities Se		s. Price of berivative Security Instr. 5) 9. Numbe derivative Securities Beneficia Owned Following Reported Transactii (Instr. 4)		Owner: Form: Direct or Indii (I) (Inst	D) Beneficia Ownershi ect (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amou or Numb of Share	er					

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	05/04/2017		M			904	02/09/2012	02/08/2018	Common Stock	904	\$0	29,096	D	
Employee Stock Option (Right to Buy)	\$25.605	05/05/2017		M			4,096	02/09/2012	02/08/2018	Common Stock	4,096	\$0	25,000	D	
Employee Stock Option (Right to Buy)	\$25.605	05/08/2017		M			4,619	02/09/2012	02/08/2018	Common Stock	4,619	\$0	20,381	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 \$85.15 to \$85.66, 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 \$85.195, 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. 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 \$85.62, 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.
- 4. Joint Tenancy with Spouse.
- 5. 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. 05/08/2017

** 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.

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