

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Beamer Scott D</u>			2. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO [ SCL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP &amp; Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>22 W. FRONTAGE ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>NORTHFIELD IL</u>	<u>60093</u>						
(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		1,449	A	\$0 <sup>(1)</sup>	8,881	D	
Common Stock	02/23/2017		J		40,837 <sup>(2)</sup>	D	\$78.91	401,210	I	Member Of Plan Committee Of Stepan Company
Common Stock	02/23/2017		A		102.495	A	\$78.91	423.292	I	By Esop II Trust

**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)	\$78.58	02/21/2017		A		2,848		02/21/2018 <sup>(3)</sup>	02/20/2027	Common Stock	2,848	\$0	2,848	D	
Stock Appreciation Right	\$78.58	02/21/2017		A		8,544		02/21/2018 <sup>(3)</sup>	02/20/2027	Common Stock	8,544	\$0	8,544	D	
Performance Shares	(4)	02/21/2017		A		2,291		(4)	(4)	Common Stock	2,291	\$0	2,291	D	
Performance Shares	(5)	02/21/2017		M			1,615	(5)	(5)	Common Stock	1,615	(5)	0	D	

**Explanation of Responses:**

- Amount reported reflects vesting of 1,449 performance shares as shown on Table II due to achievement of certain financial targets by December 31, 2016.
- 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.
- Vests ratably over three years beginning on the date shown.
- 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.
- The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2016.

/s/ Matthew M. Rice, attorney-in-fact for Scott D. Beamer 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.