

**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>WOOD ROBERT JOHN</u>  (Last) (First) (Middle) <u>22 W. FRONTAGE ROAD</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)  Director 10% Owner Officer (give title below) Other (specify below)  <u>V.P. &amp; General Manager</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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							9,668.154 <sup>(1)(2)</sup>	I	By ESOP II Trust	
Common Stock							900 <sup>(3)</sup>	I	By Mother	

**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
Share Units <sup>(4)</sup>	<sup>(5)</sup>	12/14/2012		A		45.898		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	45.898	\$100.84 <sup>(7)</sup>	29,018.967 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 4,834.077 additional shares of Common Stock.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 450 additional shares of Common Stock.
- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified deferred compensation plan which allows MIP participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to MIP provisions.
- Share Units convert on a one-for-one basis into Common Stock.
- Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.
- On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 14,509.483 additional Share Units.

Robert John Wood 12/18/2012  
 \*\* 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.