

**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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>PACHOLEC FRANK</u><br><br>(Last) (First) (Middle)<br>22 W. FRONTAGE ROAD<br><br>(Street)<br>NORTHFIELD IL 60093<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>STEPAN CO [ SCL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>Vice President R&D                |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/16/2005          |   |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |

**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                    | 06/16/2005 <sup>(1)</sup>            |  | P                              |   | 6.752   | A          | \$21.66         | 51,278.776 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 09/16/2005 <sup>(1)</sup>            |  | P                              |   | 5.678   | A          | \$25.99         | 51,290.132 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 12/16/2005 <sup>(1)</sup>            |  | P                              |   | 5.823   | A          | \$26.19         | 51,301.778 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 02/24/2006 <sup>(1)</sup>            |  | P                              |   | 400   | A          | \$27            | 52,101.778 <sup>(5)</sup>   | D  |   |
| Common Stock                    | 02/24/2006 <sup>(1)</sup>            |  | P                              |   | 600   | A          | \$26.99         | 53,301.778 <sup>(6)</sup>   | D  |   |
| Common Stock                    | 03/16/2006 <sup>(1)</sup>            |  | P                              |   | 5.8   | A          | \$26.49         | 53,313.378 <sup>(7)</sup>   | D  |   |
| Common Stock                    | 06/16/2006 <sup>(1)</sup>            |  | P                              |   | 4.834   | A          | \$32            | 53,323.046 <sup>(8)</sup>   | D  |   |
| Common Stock                    | 09/18/2006 <sup>(1)</sup>            |  | P                              |   | 5.086   | A          | \$30.63         | 53,333.218 <sup>(9)</sup>   | D  |   |
| Common Stock                    | 03/15/2007 <sup>(1)</sup>            |  | P                              |   | 91.477  | A          | \$26.78         | 53,516.172 <sup>(10)</sup>  | D  |   |
| Common Stock                    | 06/15/2007 <sup>(1)</sup>            |  | P                              |   | 78.49   | A          | \$31.45         | 53,673.152 <sup>(11)</sup>  | D  |   |
| Common Stock                    | 09/14/2007 <sup>(1)</sup>            |  | P                              |   | 82.958  | A          | \$29.95         | 53,839.068 <sup>(12)</sup>  | D  |   |
| Common Stock                    | 12/14/2007 <sup>(1)</sup>            |  | P                              |   | 79.584  | A          | \$32.2          | 53,998.236 <sup>(13)</sup>  | D  |   |
| Common Stock                    | 02/28/2013                           |  | M                              |   | 1,969 <sup>(14)</sup>   | A          | <sup>(14)</sup> | 55,967.236  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 1,488.906 <sup>(15)</sup>   | 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 |   |  |  |   |  |
| Performance Shares                         | <sup>(16)</sup>  | 02/28/2013                           |  | M                              |   |  | 2,344 | <sup>(16)</sup>  | <sup>(16)</sup> | Common Stock  | <sup>(16)</sup>                            | 0  | D   |  |

**Explanation of Responses:**

- This transaction is being reported late due to an inadvertent oversight.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 6.752 additional shares of Common Stock. Reflects de minimis adjustment of .049 shares and also reflects adjustment of 1,567.953 post-split shares that had been reported as beneficially owned by the Reporting Person, but were not beneficially owned.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.678 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 5.823 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 400 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 600 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 5.8 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 4.834 additional shares of Common Stock.

9. On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.086 additional shares of Common Stock.
10. On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 91.477 additional shares of Common Stock.
11. On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 78.49 additional shares of Common Stock.
12. On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 82.958 additional shares of Common Stock.
13. On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 79.584 additional shares of Common Stock.
14. Amount reported reflects vesting of 1,969 performance shares on Table II due to achievement of certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.
15. Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
16. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.

**Remarks:**

The Reporting Person's purchases of SCL Common Stock reported herein (to the extent of 5.823 shares on 12/16/05, 5.8 shares on 3/16/06, 588.377 shares on 2/24/06, 91.477 shares on 03/15/07 and 5.086 shares on 09/18/06) were matchable under Section 16(b) of the Securities Exchange Act of 1934 with the Reporting Person's previously reported sales (to the extent of 200 shares on 05/23/06, 200 shares on 05/24/06, 200 shares on 05/25/06 and 96.563 shares on 10/27/06). The Reporting Person has paid to SCL \$2,861.85, representing the full amount of the profit realized in connection with the short-swing transactions.

Frank Pacholec

03/04/2013

\*\* 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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