

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* <u>PACHOLEC FRANK</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President R&D |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2014</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 | 11/18/2014 | | M | | 500 | A | \$18.46 | 57,106.747 | D | |
| Common Stock | 11/18/2014 | | S | | 100 | D | \$43.57 | 57,006.747 | D | |
| Common Stock | 11/18/2014 | | S | | 100 | D | \$43.58 | 56,906.747 | D | |
| Common Stock | 11/18/2014 | | S | | 100 | D | \$43.615 | 56,806.747 | D | |
| Common Stock | 11/18/2014 | | S | | 200 | D | \$43.62 | 56,606.747 | D | |
| Common Stock | 11/19/2014 | | M | | 500 | A | \$18.46 | 57,106.747 | D | |
| Common Stock | 11/19/2014 | | S | | 100 | D | \$43.39 | 57,006.747 | D | |
| Common Stock | 11/19/2014 | | S | | 100 | D | \$43.4 | 56,906.747 | D | |
| Common Stock | 11/19/2014 | | S | | 88 | D | \$43.53 | 56,818.747 | D | |
| Common Stock | 11/19/2014 | | S | | 12 | D | \$43.55 | 56,806.747 | D | |
| Common Stock | 11/19/2014 | | S | | 100 | D | \$43.57 | 56,706.747 | D | |
| Common Stock | 11/19/2014 | | S | | 100 | D | \$43.62 | 56,606.747 | D | |
| Common Stock | | | | | | | | 1,621.609 | 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) | \$18.46 | 11/18/2014 | | M | | 500 | | 02/10/2011 | 02/09/2017 | Common Stock | 500 | \$0.000 | 3,500 | D | |
| Employee Stock Option (Right to Buy) | \$18.46 | 11/19/2014 | | M | | 500 | | 02/10/2011 | 02/09/2017 | Common Stock | 500 | \$0.000 | 3,000 | D | |

Explanation of Responses:

H. Edward Wynn, Attorney-in-fact 11/20/2014

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of H. Edward Wynn, Kathleen Owens Sherlock and Joan Louise Bradford, signing singly, as the undersigned's true and lawful authorized representatives and attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Stepan Company ("the Company"), Forms 3, 4 and 5, and any and all amendments thereto, in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules and regulations promulgated thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such form or schedule and the timely filing of such form or schedule with the United States Securities and Exchange Commission and any stock exchange or stock market or other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 or any other provision of the 1934 Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of November, 2014.

/s/ Frank Pacholec

Frank Pacholec