

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| 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

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|--|--|---|---|
| 1. Name and Address of Reporting Person* <u>Behrens Scott R.</u> (Last) (First) (Middle) <u>22 W. FRONTAGE ROAD</u> (Street) <u>NORTHFIELD IL 60093</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>09/05/2014</u> | 3. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO [SCL]</u> | |
| | | 4. 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/GM Surfactants</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,150.926 | D | |
| Common Stock | 2,857.977 | I | By ESOP II Trust |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Performance Shares | (1) | (1) | Common Stock | 1,404 | 0 | D | |
| Performance Shares | (2) | (2) | Common Stock | 951 | 0 | D | |
| Performance Shares | (3) | (3) | Common Stock | 808 | 0 | D | |
| Performance Shares | (3) | (3) | Common Stock | 1,718 | 0 | D | |
| Employee Stock Option (Right to Buy) | 02/14/2014 | 02/13/2022 | Common Stock | 1,298 | 42.765 | D | |
| Employee Stock Option (Right to Buy) | 02/19/2015 | 02/18/2023 | Common Stock | 777 | 63.11 | D | |
| Employee Stock Option (Right to Buy) | 02/18/2016 | 02/17/2024 | Common Stock | 787 | 61.91 | D | |
| Employee Stock Option (Right to Buy) | 04/29/2016 | 04/28/2024 | Common Stock | 1,665 | 58.22 | D | |
| Stock Appreciation Right | 02/19/2015 | 02/18/2023 | Common Stock | 1,813 | 63.11 | D | |
| Stock Appreciation Right | 02/18/2016 | 02/17/2024 | Common Stock | 2,360 | 61.91 | D | |
| Stock Appreciation Right | 04/29/2016 | 04/28/2024 | Common Stock | 4,996 | 58.22 | D | |
| Share Units ⁽⁴⁾ | (4) | (4) | Common Stock | 8,361.394 | (4) | D | |

Explanation of Responses:

- 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, 2014.
- 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, 2015.
- 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, 2016.
- 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.

Scott R. Behrens 09/08/2014

** 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 5 (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 Robert B. Goldberg, 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 8th day of September, 2014.

Scott R. Behrens