

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WEHMER EDWARD J</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2013</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

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	05/09/2013		M		2,800	A	\$11.813	12,900	D	
Common Stock	05/09/2013		S		2,800	D	\$54.054 ⁽¹⁾	10,100	D	
Common Stock	05/09/2013		M		1,994	A	\$14.613	12,094	D	
Common Stock	05/09/2013		S		1,994	D	\$54.042 ⁽¹⁾	10,100	D	
Common Stock	05/09/2013		M		1,559	A	\$20.755	11,659	D	
Common Stock	05/09/2013		S		1,559	D	\$54.037 ⁽¹⁾	10,100	D	
Common Stock	05/10/2013		M		958	A	\$11.813	11,058	D	
Common Stock	05/10/2013		S		958	D	\$54	10,100	D	
Common Stock	05/10/2013		M		1,044	A	\$14.613	11,144	D	
Common Stock	05/10/2013		S		1,044	D	\$54	10,100	D	
Common Stock	05/10/2013		M		579	A	\$20.755	10,679	D	
Common Stock	05/10/2013		S		579	D	\$54	10,100	D	

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
Stock Option (Right to Buy)	\$11.813	05/09/2013		M		2,800		04/27/2006	04/26/2014	Common Stock	2,800	\$0	958	D	
Stock Option (Right to Buy)	\$14.613	05/09/2013		M		1,994		04/25/2008	04/24/2014	Common Stock	1,994	\$0	1,044	D	
Stock Option (Right to Buy)	\$20.755	05/09/2013		M		1,559		04/22/2010	04/21/2016	Common Stock	1,559	\$0	579	D	
Stock Option (Right to Buy)	\$11.813	05/10/2013		M		958		04/27/2006	04/26/2014	Common Stock	958	\$0	0	D	

**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
Stock Option (Right to Buy)	\$14.613	05/10/2013		M			1,044	04/25/2008	04/24/2014	Common Stock	1,044	\$0	0	D	
Stock Option (Right to Buy)	\$20.755	05/10/2013		M			579	04/22/2010	04/21/2016	Common Stock	579	\$0	0	D	

Explanation of Responses:

1. This transaction was executed in multiple trades of prices ranging from \$54.00 to \$54.230. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of this issuer, full information regarding the number of shares and prices at which the transaction was effected.

H. Edward Wynn, Attorney-in-fact 05/13/2013

** 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.

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.