SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
PACHOLEC FRANK	STEPAN CO [SCL]	

(Last)	(First)	(Middle)
22 W. FRONTAGE ROAD		

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2017

Director		10% Owner
X Officer (give title below)		Other (specify below)

Vice President R&D

(Street)

NORTHFIELD	IL	60093

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	02/21/2017		M		1,015	A	(1)	52,669.931	D	
Common Stock	02/23/2017		A		102.495	A	$78.91	2,038.28	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	Amount or Number of Shares				
Stock Option (Right to Buy)	$78.58	02/21/2017		A		1,393		02/21/2018[2]	02/20/2027	Common Stock	1,393	$0	1,393	D	
Stock Appreciation Right	$78.58	02/21/2017		A		4,178		02/21/2018[2]	02/20/2027	Common Stock	4,178	$0	4,178	D	
Performance Shares	(3)	02/21/2017		A		1,120		(3)	(3)	Common Stock	1,120	$0	1,120	D	
Performance Shares	(4)	02/21/2017		M			1,131	(4)	(4)	Common Stock	1,131	(4)	0	D	

Explanation of Responses:

1. Amount reported reflects vesting of 1,015 performance shares as shown on Table II due to achievement of certain financial targets by December 31, 2016.

2. Vests ratably over three years beginning on the date shown.

3. 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, 2019.

4. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2016.

/s/ Matthew M. Rice, attorney-in-fact for Frank Pacholec	02/23/2017
** 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.