

<b>OMB APPROVAL</b>	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. 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) <u>VP/GM Surfactants</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2019</u>	
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	02/20/2019		M		6,744	A	(1)	16,994.119	D	
Common Stock	02/20/2019		A		81.636	A	\$92.29	3,592.195	I	By Esop II Trust

<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>															
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)	\$92.29	02/20/2019		A		3,375		12/31/2019 <sup>(2)</sup>	02/19/2029	Common Stock	3,375	\$0	3,375	D	
Stock Appreciation Right	\$92.29	02/20/2019		A		10,124		12/31/2019 <sup>(2)</sup>	02/19/2029	Common Stock	10,124	\$0	10,124	D	
Performance Shares	(3)	02/20/2019		A		2,601		(3)	(3)	Common Stock	2,601	(3)	2,601	D	
Performance Shares	(4)	02/20/2019		M			3,649	(4)	(4)	Common Stock	3,649	(1)	0	D	

**Explanation of Responses:**

- The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2018.
- Vests ratably over three years beginning on the date shown.
- 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, 2021.
- 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, 2018.

/s/ Stephanie J. Pacitti,  
Attorney-in-fact for Scott R. Behrens      02/22/2019

\*\* 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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