FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP


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## 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

Name and Address of Reporting Person     STEPAN F QUINN JR					STEPAN CO [ SCL ]								Check all applicable)  X Director 10% Own				vner	
(Last) (First) (Middle) 22 W. FRONTAGE ROAD						3. Date of Earliest Transaction (Month/Day/Year) 04/14/2016								X Officer (give title Other (specify below)  President & CEO				
(Ctut)				——  -	4. If An	nendment, Date o	of Origin	ıal File	ed (Month/Da	y/Year)			dividual or Jo	oint/Grou	p Filing	(Check Ap	plicable	
(Street) NORTH	FIELD II		60093							Line)	X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(S	tate)	(Zip)		Person													
		Tab	le I - Nor	n-Derivat	ive S	ecurities Ac	quire	d, Di	sposed o	f, or Be	nefic	ially	y Owned					
1. Title of	Security (Ins	tr. 3)	D	. Transaction Date Month/Day/Y	ear)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities Disposed Of	Acquired f (D) (Instr.	(A) or 3, 4 an	d 5)	5. Amount of Securities Beneficially Owned Follo Reported	.	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Indicate Indica	Nature of direct eneficial wnership istr. 4)	
							Code	v	Amount	(A) or (D)	Price		Transaction (Instr. 3 and	(s) I 4)				
Common	Stock			04/14/201	.6		M <sup>(1)</sup>		580	A	\$18.	.46	134,081	1.94	D			
Common	Stock			04/14/201	.6		<b>S</b> <sup>(1)</sup>		580	D	\$58.	.46	133,501	L <b>.94</b>	D			
Common	Stock			04/15/201	.6		M <sup>(1)</sup>		30,958	A	\$18.	.46	164,459	9.94	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		28,181	D	\$58.	.46	136,278	3.94	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		200	D	\$58.4	465	136,078	3.94	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		1,017	D	\$58.	.47	135,061	1.94	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		100	D	\$58.4	475	134,961	L.94	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		800	D	\$58.	.48	134,161	L <b>.9</b> 4	D			
Common	Stock			04/15/201	.6		S <sup>(1)</sup>		560	D	\$58.	.49	133,601	1.94	D			
Common	Stock			04/15/201	.6		<b>S</b> <sup>(1)</sup>		100	D	\$58	3.5	133,501	1.94	D			
Common	Stock												2,163	3	I	В	y Spouse	
Common	Stock												103,00	00	D	2)		
Common	Stock												10,653.	046	I		y ESOP Trust	
Common	Stock												48,00	0	I		y Family rust <sup>(3)</sup>	
Common	Stock												55,06	5	I		y Family rust III	
Common	Stock												40,00	0	I		y Family rust IV <sup>(3)</sup>	
Common	Stock												160,00	00	I		y Family LC <sup>(3)</sup>	
Common Stock												442,047		I		Member of Plan Committee of Stepan Company		
		-				curities Acq Ils, warrants							Owned					
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		3A. Deemed	med 4. on Date, Transacti Code (Ins		5. Number n of	6. Date Exerci Expiration Da (Month/Day/Y		isable and	1		unt	Derivative Security (Instr. 5)	9. Numbo derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	g dision(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

		-	Table II - Deriv (e.g.,					, options,	convertil			Owned			
1. Title of Derivative Security (Instr. 3)	2Conversion or Exercise Price of Derivative Security	3. Transaction  Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)  (Code (Instr			vative urities uired or oosed O) (Instr.	Date Experies Enter Control of Con	lte	Titlette and Silvacesnt 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)	10Ownership-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				
Employee Stock Option (Right to Buy)	\$18.46	04/14/2016		M <sup>(1)</sup>			580	02/10/2011	02/09/2017	Common Stock	580	\$0.00	63,420	D	
Employee Stock Option (Right to Buy)	\$18.46	04/15/2016		M <sup>(1)</sup>			30,958	02/10/2011	02/09/2017	Common Stock	30,958	\$0.00	32,462	D	

## **Explanation of Responses:**

- 1. Transaction completed pursuant to a 10b5-1 Trading Plan.
- 2. Joint Tenancy with Spouse.
- 3. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

## Remarks:

<u>F. Quinn Stepan, Jr.</u> 04/18/2016

\*\* 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.