

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Mergner Arthur W</u>			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 _____ Officer (give title below) <input checked="" type="checkbox"/> <u>VP & General Manager</u> Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2017</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 _____		
22 W. FRONTAGE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORTHFIELD IL 60093</u>								
(City)	(State)	(Zip)						

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		1,449	A	(1)	6,449	D	
Common Stock	02/23/2017		A		102.495	A	\$78.91	6,102.77	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		3,165		02/21/2018 ⁽²⁾	02/20/2027	Common Stock	3,165	\$0	3,165	D	
Stock Appreciation Right	\$78.58	02/21/2017		A		9,494		02/21/2018 ⁽²⁾	02/20/2027	Common Stock	9,494	\$0	9,494	D	
Performance Shares	(3)	02/21/2017		A		2,545		(3)	(3)	Common Stock	2,545	\$0	2,545	D	
Performance Shares	\$0 ⁽⁴⁾	02/21/2017		M			1,615	(4)	(4)	Common Stock	1,615	(4)	0	D	
Share Units ⁽⁵⁾	(6)	02/21/2017		A		4,553.645		(7)	(7)	Common Stock	4,553.645	\$78.91 ⁽⁸⁾	4,553.645	D	

Explanation of Responses:

- Amount reported reflects vesting of 1,449 performance shares as shown on Table II due to achievement of certain financial targets by December 31, 2016.
- 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, 2019.
- The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2016.
- Share Units are acquired under the Management Incentive Plan (As Amended and Restated Effective January 1, 2015) ("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.
- Share Units convert on a one-for-one basis into Common Stock.
- Reflects acquisition of Share Units pursuant to reporting persons election under the MIP, generally payable at end of employment, unless otherwise elected.
- Price reported is the price of Common Stock on the date of the deferral.

/s/ Matthew M. Rice, attorney-in- 02/23/2017
fact for Arthur W. Mergner

** 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.