

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <b>STEPAN F QUINN</b> _____ (Last) (First) (Middle) <b>22 W. FRONTAGE ROAD</b> _____ (Street) <b>NORTHFIELD IL 60093</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>STEPAN CO [ SCL ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>11/15/2012</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/15/2012		C		190,078.54 <sup>(1)</sup>	A	\$0	304,769.54 <sup>(1)</sup>	I	Stepan Venture II Partnership
Common Stock	11/19/2012		J <sup>(2)</sup>		2,848 <sup>(2)</sup>	D	\$0	274,811.54 <sup>(2)</sup>	I	Stepan Venture II Partnership
Common Stock								176,694.778	D	
Common Stock								57,790	I	By self as custodian for children
Common Stock								38,950.474	I	By ESOP II Trust
Common Stock								426,584	I	By spouse as custodian for children
Common Stock								143,063	I	By spouse

**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
Convertible Preferred Stock	<sup>(1)</sup>	11/15/2012		C		166,480		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	190,078.54	\$0	0	I	Stepan Venture II Partnership
Convertible Preferred Stock	<sup>(3)</sup>							<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	10,355.661		9,069.99	I	By ESOP II Trust

**Explanation of Responses:**

- Stepan Venture II Partnership converted 166,480 shares of convertible preferred stock resulting in its acquisition of 190,078.54 shares of common stock. Each share of convertible preferred stock was convertible at any time into 1.14175 shares of common stock. The shares of convertible preferred stock had no expiration date. The reporting person disclaims beneficial ownership of the shares held by Stepan Venture II partnership except to the extent of his pecuniary interest therein.
- Represents the decrease in the reporting person's proportionate interest in shares held by Stepan Venture II partnership upon distribution of 29,958 shares to limited partners of family limited partnership. The reporting person disclaims beneficial ownership of the shares held by Stepan Venture II partnership except to the extent of his pecuniary interest therein.
- Each share of convertible preferred stock is convertible at any time into 1.14175 shares of common stock. The shares of convertible preferred stock have no expiration date.

Frank Quinn Stepan 11/19/2012  
 \*\* 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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