FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIA	L OWNERSHIP

1	OMB APPRO	JVAL				
	OMB Number:	3235-0287				
	Estimated average bure	den				
1	hours per response:	0.5				

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* HURLBUTT JAMES E					2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]								elationship o eck all applio Directo	able) r	g Pers	son(s) to Iss 10% Ov Other (s	vner	
(Last) (First) (Middle) 22 W. FRONTAGE ROAD					3. Date of Earliest Transaction (Month/Day/Year) 09/14/2012								below)			below)	`	
(Street) NORTHI			60093 (Zip)		4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	dividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person				n
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transar Date (Month/Da					Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)				Beneficia	es Formally (D) (Sollowing (I) (I	Form (D) o	rm: Direct or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code V	Amou	nt	(A) or (D)	Price	Transact (Instr. 3	tion(s)			(111501.4)
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 Dat if any (Month/Day/Yo	Date, 7		nsaction of De Se Ac (A)		ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		of Ur De	7. Title and Amor of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date		tle	Amount or Number of Shares					
Share Units ⁽¹⁾	(2)	09/14/2012			A		25.515		(3)	(3)		ommon Stock	25.515	\$97.58 ⁽⁴⁾	8,917.65	52	D	

Explanation of Responses:

- 1. Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("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.
- 2. Share Units convert on a one-for-one basis into Common Stock.
- 3. Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- 4. Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.

James E. Hurlbutt 09/18/2012

** 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.

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.