

STEPAN F QUINN JR
 Form 4
 November 21, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPAN F QUINN JR

2. Issuer Name and Ticker or Trading Symbol
STEPAN CO [SCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
22 W. FRONTAGE RD.

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
NORTHFIELD, IL 60093

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	11/19/2012		M		20,000	A	\$ 26.25
Common Stock	11/19/2012		F		13,683	D	\$ 95.5
Common Stock	11/19/2012		M		30,000	A	\$ 31.7
Common Stock	11/19/2012		F		21,271	D	\$ 95.5
Common Stock	11/19/2012		M		28,188	A	\$ 32.17

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Common Stock	11/19/2012	F	20,046	D	\$ 95.5	79,039.444	D	
Common Stock	11/20/2012	M	1,110	A	\$ 32.17	80,149.444	D	
Common Stock	11/20/2012	S	100	D	\$ 96.815	80,049.444	D	
Common Stock	11/20/2012	S	100	D	\$ 96.85	79,949.444	D	
Common Stock	11/20/2012	S	100	D	\$ 96.96	79,849.444	D	
Common Stock	11/20/2012	S	10	D	\$ 97.17	79,839.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.37	79,739.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.38	79,639.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.55	79,539.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.66	79,439.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.7	79,339.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.73	79,239.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.75	79,139.444	D	
Common Stock	11/20/2012	S	100	D	\$ 97.83	79,039.444	D	
Common Stock	11/20/2012	M	702	A	\$ 32.17	79,741.444	D	
Common Stock						51,500	D ⁽¹⁾	
Common Stock						4,200.471	I	By ESOP II Trust
Common Stock						30,257	I	By Family LLC ⁽²⁾
Common Stock						24,000	I	By Family Trust ⁽²⁾
Common Stock						7,500	I	By Family Trust II
						17,464	I	

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Common Stock				By Family Trust III
Common Stock	44,017	I		By Family Trust IV ⁽²⁾
Common Stock	309,917	I		Member of the Plan Committee of Stepan Company

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 26.25	11/19/2012		M	20,000	02/14/2008 02/13/2016	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 31.7	11/19/2012		M	30,000	02/13/2009 02/12/2015	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 32.17	11/19/2012		M	28,188	02/12/2010 02/11/2016	Common Stock	28,188
Employee Stock Option	\$ 32.17	11/20/2012		M	1,110	02/12/2010 02/11/2016	Common Stock	1,110

(Right to Buy)

Employee Stock

Option	\$ 32.17	11/20/2012		M	702	02/12/2010	02/11/2016	Common Stock	702
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN JR 22 W. FRONTAGE RD. NORTHFIELD, IL 60093	X		President & CEO	

Signatures

F. Quinn Stepan,
Jr. 11/21/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Joint Tenancy with spouse.
 - (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.