STEPAN F QUINN JR

Form 4

August 23, 2012

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Ad STEPAN F Q		ting Person *	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)	3. Date of Earliest Transaction	(Check an approach)			
22 W. FRONTAGE RD.			(Month/Day/Year) 08/14/2012	_X_ Director 10% Owner X Officer (give title Other (specifical below) President & CEO			
(Street) NORTHFIELD, IL 60093			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
			Filed(Month/Day/Year)				

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Form: Direct Beneficial Code (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common 08/14/2012 V 3,749 D \$0 0 Ι By Spouse Stock Common $D^{(2)}$ 08/14/2012 $G_{(1)}^{(1)}$ V 3,749 A \$0 59,461 Stock Common D 08/20/2012 $G^{(3)}$ V 36,056 D \$0 55,706.805 Stock Common $D^{(2)}$ 08/20/2012 $G^{(3)}$ V 36,056 A \$0 95,517 Stock Common 08/22/2012 $G^{(4)}$ V 44,017 D \$0 51,500 $D^{(2)}$ Stock

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Common Stock	08/22/2012	G(4)	V	44,017	A	\$0	44,017	I	By Family Trust IV (5)
Common Stock							4,188.585	I	By ESOP II Trust (6)
Common Stock							30,257	I	By Family LLC (5)
Common Stock							24,000	I	By Family Trust (5)
Common Stock							7,500	I	By Family Trust II
Common Stock							17,464	I	By Family Trust III
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivati	ve		Securit	ies	(Instr. 5)
	Derivative				Securitie	es		(Instr. 3	3 and 4)	
	Security				Acquire	d				
					(A) or					
					Dispose	d				
					of (D)					
					(Instr. 3,					
					4, and 5))				
								4	Amount	
						Date	Expiration		or	
							Exercisable Date	Title Number		
						Lacroisable		(of	
				Code	V (A) (D)			Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Reporting Owners 2

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STEPAN F QUINN JR 22 W. FRONTAGE RD. NORTHFIELD, IL 60093

X

President & CEO

Signatures

F. Quinn Stepan, Jr.

08/23/2012

**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) These transactions involved a gift of securities by the Reporting Person's spouse to a joint tenancy account with the Reporting Person.
- (2) Joint Tenancy with spouse.
- (3) These transactions involved a gift of securities by the Reporting Person to a joint tenancy account with his spouse.
- (4) These transactions involved a gift of securities by the Reporting Person's joint tenancy account with his spouse to Family Trust IV.
- (5) 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.
 - The Reporting Person no longer has a reportable beneficial interest in (A) 17,179 shares of Issuer common stock owned by his children (and included in the Reporting Person's prior ownership reports as owned by his children), (B) 37,488 shares of Issuer common stock
- (6) owned by his children (and included in the Reporting Person's prior ownership reports as owned by him as custodian for his children) and (C) 1,200 shares of Issuer common stock owned by his children (and included in the Reporting Person's prior ownership reports as owned by his spouse as custodian for his children).

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.

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