

Servatius Gregory  
 Form 4/A  
 December 21, 2012

**FORM 4**

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

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).

**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 \*  
 Servatius Gregory

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 WEST FRONTAGE ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/14/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP of Human Resources

NORTHFIELD, IL 60093  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 12/18/2012

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)
Common Stock	12/14/2012		A	V A	24.459 100.84	(1) (2)	D
Common Stock					9,361.726	(3) (4)	I By ESOP II Trust
Common Stock					619,834	(5) (11)	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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(9-02)

**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)	8. Price or Value of Derivative Security (Instr. 3 and 4)
Share Units <sup>(6)</sup>	<u>(7)</u>	12/14/2012		A	9.268 <sup>(12)</sup>	<u>(8)</u> <u>(8)</u>	Common Stock	\$ 100 <sup>(9)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Servatius Gregory 22 WEST FRONTAGE ROAD NORTHFIELD, IL 60093			VP of Human Resources	

## Signatures

Greg Servatius      12/21/2012

\*\*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) Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- (2) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 12,741.632 additional shares of Common Stock.
- (3) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- (4) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 4,680.863 additional shares of Common Stock.
- (5)

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On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 309,917 additional shares of Common Stock.

- (6) 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.
- (7) Share Units convert on a one-for-one basis into Common Stock.
- (8) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
- (9) 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.
- (10) On November 30, 2012, the Common Stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 2,929,880 additional Share Units.
- (11) Amount reported in column 5 has been adjusted because the additional shares acquired as a result of the stock split were inadvertently not added to the total amount.
- (12) Transaction originally reported as Derivative Securities Disposed of and should have been reported as Derivative Securities Acquired.

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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