

STEPAN CO
Form 4/A
February 11, 2015

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 *
STEPAN F QUINN JR

(Last) (First) (Middle)
22 W. FRONTAGE ROAD
(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/09/2010 ⁽¹⁾ | | A | | 5,858 <u>(1)</u> | A | \$ 0 |
| Common Stock | | | | | 54,651.0816 | D | |
| Common Stock | | | | | 7,081 | I | By Spouse |
| Common Stock | | | | | 36,447 | I | By Self as Custodian for Children |
| Common Stock | | | | | 50,880 | D | ⁽²⁾ |
| | | | | | 21,312 | I | |

| | | | | |
|--------------|--------|---|--|--------------------------------|
| Common Stock | | | | By Family Trust ⁽³⁾ |
| Common Stock | 30,257 | I | | By Family LLC ⁽³⁾ |
| Common Stock | 15,792 | I | | By Children |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 51.21 | 02/09/2010 | | A | 27,174 | 02/09/2012 02/08/2018 | Common Stock | 27,174 |
| Performance Shares | ⁽⁴⁾ | 02/09/2010 | | A | 5,858 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 5,858 |

Reporting Owners

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

Signatures

F. Quinn Stepan,
Jr. 02/11/2015

**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).

This award of restricted stock was incorrectly reported in 2010 on Table II of the original Form 4. This amendment is being filed solely to correctly report the award on Table I. These restricted shares were also omitted from the totals in Column 5 of Table I on Forms filed by the Reporting Person subsequent to February 11, 2010. The number of shares reported as being granted for this award does not reflect the additional 5,858 shares that resulted from the November 30, 2012 two-for-one stock split, which additional shares were also omitted from the totals in Column 5 of Table I on Forms filed by the Reporting Person subsequent to November 30, 2012 (reflecting the stock split, the number of shares subject to this award and reported as acquired on February 9, 2010 would be 11,716). The number of shares reflected in Column 5 of Table I of this amendment is the total number of shares held as of the original filing date (and does not reflect the November 30, 2012 stock split).

(2) Joint Tenancy with Spouse.

(3) 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.

(4) Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2012.

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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