

STEPAN CO  
Form 3  
September 08, 2014

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Behrens Scott R.                        |         | (Month/Day/Year)                     | STEPAN CO [SCL]  |  |
| (Last)                                    | (First) | (Middle)                             | 09/05/2014   |  |
| 22 W. FRONTAGE ROAD                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NORTHFIELD,Â ILÂ 60093                    |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | VP/GM Surfactants  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,150.926   | D  | Â   |
| Common Stock                    | 2,857.977   | I  | By ESOP II Trust                                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Performance Shares                   | Â (1)            | Â (1)           | Common Stock | 1,404                      | \$ 0      | D                                     | Â |
| Performance Shares                   | Â (2)            | Â (2)           | Common Stock | 951                        | \$ 0      | D                                     | Â |
| Performance Shares                   | Â (3)            | Â (3)           | Common Stock | 808                        | \$ 0      | D                                     | Â |
| Performance Shares                   | Â (3)            | Â (3)           | Common Stock | 1,718                      | \$ 0      | D                                     | Â |
| Employee Stock Option (Right to Buy) | 02/14/2014       | 02/13/2022      | Common Stock | 1,298                      | \$ 42.765 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 02/19/2015       | 02/18/2023      | Common Stock | 777                        | \$ 63.11  | D                                     | Â |
| Employee Stock Option (Right to Buy) | 02/18/2016       | 02/17/2024      | Common Stock | 787                        | \$ 61.91  | D                                     | Â |
| Employee Stock Option (Right to Buy) | 04/29/2016       | 04/28/2024      | Common Stock | 1,665                      | \$ 58.22  | D                                     | Â |
| Stock Appreciation Right             | 02/19/2015       | 02/18/2023      | Common Stock | 1,813                      | \$ 63.11  | D                                     | Â |
| Stock Appreciation Right             | 02/18/2016       | 02/17/2024      | Common Stock | 2,360                      | \$ 61.91  | D                                     | Â |
| Stock Appreciation Right             | 04/29/2016       | 04/28/2024      | Common Stock | 4,996                      | \$ 58.22  | D                                     | Â |
| Share Units (4)                      | Â (4)            | Â (4)           | Common Stock | 8,361.394                  | \$ (4)    | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| Behrens Scott R.<br>22 W. FRONTAGE ROAD<br>NORTHFIELD,Â ILÂ 60093 | Â             | Â         | Â VP/GM Surfactants | Â     |

## Signatures

Scott R. Behrens 09/08/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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, 2014.
- (2) 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, 2015.
- (3) 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, 2016.
- (4) 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.

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.