

PACHOLEC FRANK  
Form 4  
March 04, 2013

**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 \*  
PACHOLEC FRANK

(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)  
06/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President R&D

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 or Price		
Common Stock	06/16/2005 <sup>(1)</sup>		P		6.752 A \$ 21.66	51,278.776 <sup>(2)</sup>	D
Common Stock	09/16/2005 <sup>(1)</sup>		P		5.678 A \$ 25.99	51,290.132 <sup>(3)</sup>	D
Common Stock	12/16/2005 <sup>(1)</sup>		P		5.823 A \$ 26.19	51,301.778 <sup>(4)</sup>	D
Common Stock	02/24/2006 <sup>(1)</sup>		P		400 A \$ 27	52,101.778 <sup>(5)</sup>	D
Common Stock	02/24/2006 <sup>(1)</sup>		P		600 A \$ 26.99	53,301.778 <sup>(6)</sup>	D

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Common Stock	03/16/2006 <sup>(1)</sup>	P	5.8	A	\$ 26.49	53,313.378 <sup>(7)</sup>	D	
Common Stock	06/16/2006 <sup>(1)</sup>	P	4.834	A	\$ 32	53,323.046 <sup>(8)</sup>	D	
Common Stock	09/18/2006 <sup>(1)</sup>	P	5.086	A	\$ 30.63	53,333.218 <sup>(9)</sup>	D	
Common Stock	03/15/2007 <sup>(1)</sup>	P	91.477	A	\$ 26.78	53,516.172 <sup>(10)</sup>	D	
Common Stock	06/15/2007 <sup>(1)</sup>	P	78.49	A	\$ 31.45	53,673.152 <sup>(11)</sup>	D	
Common Stock	09/14/2007 <sup>(1)</sup>	P	82.958	A	\$ 29.95	53,839.068 <sup>(12)</sup>	D	
Common Stock	12/14/2007 <sup>(1)</sup>	P	79.584	A	\$ 32.2	53,998.236 <sup>(13)</sup>	D	
Common Stock	02/28/2013	M	1,969 <sup>(14)</sup>	A	<sup>(14)</sup>	55,967.236	D	
Common Stock						1,488.906 <sup>(15)</sup>	I	By ESOP II Trust

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<sup>(16)</sup>	02/28/2013		M	2,344	<sup>(16)</sup>	<sup>(16)</sup>	Common Stock	2,344

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACHOLEC FRANK 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			Vice President R&D	

## Signatures

Frank Pacholec 03/04/2013

\*\*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) This transaction is being reported late due to an inadvertent oversight.
- (2) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 6.752 additional shares of Common Stock. Reflects de minimis adjustment of .049 shares and also reflects adjustment of 1,567.953 post-split shares that had been reported as beneficially owned by the Reporting Person, but were not beneficially owned.
- (3) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.678 additional shares of Common Stock.
- (4) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.823 additional shares of Common Stock.
- (5) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 400 additional shares of Common Stock.
- (6) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 600 additional shares of Common Stock.
- (7) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.8 additional shares of Common Stock.
- (8) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 4.834 additional shares of Common Stock.
- (9) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.086 additional shares of Common Stock.
- (10) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 91.477 additional shares of Common Stock.
- (11) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 78.49 additional shares of Common Stock.
- (12) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 82.958 additional shares of Common Stock.
- (13) On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 79.584 additional shares of Common Stock.
- (14) Amount reported reflects vesting of 1,969 performance shares on Table II due to achievement of certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.
- (15) Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- (16) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.

**Remarks:**

The Reporting Person's purchases of SCL Common Stock reported herein (to the extent of 5.823 shares on 12/16/05, 5.8 share

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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