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STEPAN F QUI	INN JR									
Form 4										
February 22, 20	11									
FORM 4	1			~				OMB A	PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check this bo	DX							Expires:	January 31,	
if no longer subject to	STATEN	MENT OF	F CHANGES IN BENEFICIAL OWNERSHIP OF					Estimated a	2005 average	
Section 16. SECURITIES								burden hou	•	
Form 4 or								response	•	
Form 5 obligations may continue See Instructio	Section 17((a) of the F	Public U	Itility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940			
1(b).										
(Print or Type Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> STEPAN F QUINN JR			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			STEPAN CO [SCL]				(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(chief an appread)			
22 W. FRONTAGE RD.			(Month/Day/Year) 03/15/2010			X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO				
	(Street)		4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
(Sitely)			Filed(Month/Day/Year)			Applicable Line)				
NORTHFIELD), IL 60093			Ĩ			_X_ Form filed by	y One Reporting Po More than One Re		
(City)	(State)	(Zip)				~				
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)		e 2A. Deemed Execution Date, if		4. Securiti nAcquired		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	-	any		Code	Disposed		Beneficially	(D) or Indirect		
		(Month/Da	y/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)	
							Reported	(IIISU. 4)	(111501.4)	
						(A) or	Transaction(s)			
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Damindan Danant	an a concrata line	for each als	an of soo	uniting home	ficially any	ad dimently	on in dino at la			
Reminder: Report of	on a separate fine	e for each cla	iss of sec	unties bene	-		or indirectly.	action of a	SEC 1474	
					inform requir	nation cont ed to resp ys a curre	tained in this form ond unless the fo ntly valid OMB co	n are not orm	(9-02)	

 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of ((Instr. 3, 4, ar	D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units <u>(1)</u>	<u>(2)</u>	03/15/2010		А	184.66		(3)	(3)	Common Stock	184.66
Share Units <u>(1)</u>	<u>(2)</u>	06/15/2010		А	141.338		(3)	(3)	Common Stock	141.338
Share Units <u>(1)</u>	(2)	09/15/2010		А	166.553		(3)	(3)	Common Stock	166.553
Share Units <u>(1)</u>	(2)	12/15/2010		А	143.056		(3)	(3)	Common Stock	143.056
Share Units <u>(1)</u>	<u>(2)</u>	02/17/2011		А	1,921.821		(5)	(5)	Common Stock	1,921.821

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STEPAN F QUINN JR 22 W. FRONTAGE RD. NORTHFIELD, IL 60093	Х		President & CEO				
Signatures							
Kathleen O. Sherlock, Attorney-in-fact		02/22/20)11				

<u>**</u>Signature of Reporting Person

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).

Date

- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("Plan"), a nonqualified(1) deferred compensation plan which allows Plan participants to elect to defer all or a portion of their deferred compensation into accounts
- pursuant to Plan provisions.
- (2) Share Units convert on a one-for-one basis into Common Stock.
- (3) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the Plan, generally payable at end of employment, unless otherwise elected.
- (4) Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the Plan.
- (5) Reflects acquisition of Share Units under the Plan, generally payable at end of employment, unless otherwise elected.
- (6) Price reported is the price of Common Stock on the date the Share Units are credited to the participant's account pursuant to Plan provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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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.