Servatius Gregory Form 4 February 22, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

22 WEST FRONTAGE ROAD

Servatius Gregory

(Last)

(City)

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

STEPAN CO [SCL]

(Month/Day/Year)

3. Date of Earliest Transaction

03/15/2010

Director 10% Owner Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

X\_ Officer (give title below) VP of Human Resources

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

Issuer

NORTHFIELD, IL 60093

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8.

D

S

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| (Instr. 3)      | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Acquired (A Disposed of (Instr. 3, 4, 5) | f(D)                    |                    |                 |                                  | (I |
|-----------------|------------------------------------|------------|------------------|------------|--|-------------------------|--------------------|-----------------|----------------------------------|----|
|                 |                                    |            |                  | Code V     | (A)                                      | (D) Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |    |
| Share Units (1) | <u>(2)</u>                         | 03/15/2010 |                  | A          | 11.538                                   | (3)                     | (3)                | Common<br>Stock | 11.538                           | 9  |
| Share Units (1) | <u>(2)</u>                         | 06/15/2010 |                  | A          | 8.831                                    | (3)                     | (3)                | Common<br>Stock | 8.831                            | 5  |
| Share Units (1) | <u>(2)</u>                         | 09/15/2010 |                  | A          | 10.406                                   | (3)                     | (3)                | Common<br>Stock | 10.406                           | 5  |
| Share Units (1) | <u>(2)</u>                         | 12/15/2010 |                  | A          | 8.938                                    | <u>(3)</u>              | (3)                | Common<br>Stock | 8.938                            | 5  |
| Share Units (1) | <u>(2)</u>                         | 02/17/2011 |                  | A          | 242.748                                  | (5)                     | (5)                | Common<br>Stock | 242.748                          | 5  |

# **Reporting Owners**

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

## **Signatures**

Kathleen O. Sherlock, Attorney-in-fact

02/22/2011

\*\*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).
- 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.
- Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the Plan, generally payable at end of employment, unless otherwise elected.
- Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of **(4)**
- (5) Reflects acquisition of Share Units under the Plan, generally payable at end of employment, unless otherwise elected.
- Price reported is the price of Common Stock on the date the Share Units are credited to the participant's account pursuant to Plan

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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