Edgar Filing: HURLBUTT JAMES E - Form 4

HURLBUTT J	IAMES E									
Form 4										
December 16,	2011									
FORM	4		CECUT						APPROVAL	
	UNITED	STATES		shington,			COMMISSIO	N OMB Number:	3235-0287	
Check this if no longer	-							Expires:	January 31, 2005	
subject to Section 16. Form 4 or	IENT OI	F CHAN	GES IN I SECUR		CIAL OV	WNERSHIP OI	Estimated	ed average hours per		
Form 5 obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a	a) of the l	Public Ut	tility Hold	ling Com		nge Act of 1934, of 1935 or Secti 940	,	0.5	
(Print or Type Rea	sponses)									
1. Name and Address of Reporting Person <u>*</u> HURLBUTT JAMES E			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]				5. Relationship of Reporting Person(s) to Issuer			
(Lost) (First) (Middle)				_	-		(Check all applicable)			
(Last) (First) (Middle) 22 W. FRONTAGE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2011				Director 10% Owner X_ Officer (give title Other (specify below) below) V.P. & Chief Financial Officer			
	(Street)		1 If Ama	ndmant Da	to Original					
(Succi)			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 			
NORTHFIEL	D, IL 60093						Person	More than One	Reporting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Benefic	ially Owned	
	2. Transaction Date Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock				Code V	Amount	(D) Price	6,132.588	D		
Common Stock							16.861 <u>(1)</u>	Ι	By ESOP II Trust	
Common Stock							337,248	I	Member of Plan Committee of Stepan Company	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	TransactionDerivative		Expiration Date		Underlying Securities	
or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Insti
Derivative				or Disposed of					
Security				(D)					
				(Instr. 3, 4,					
				and 5)					
								Amount	
					Date	Expiration	T . 1	or	
					Exercisable	Date	Title	Number	
			Code V	(A) (D)				of Shares	
<u>(3)</u>	12/15/2011		А	31.612	(4)	(4)	Common Stock	31.612	\$ 7 (
	Conversion or Exercise Price of Derivative Security	Conversion (Month/Day/Year) or Exercise Price of Derivative Security	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative Security	Conversion (Month/Day/Year) Execution Date, if Transacti or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionDerivative CodeSecuritiesPrice of Derivative(Month/Day/Year)(Instr. 8)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)CodeV(A)CodeV(A)Code(D) (Instr. 3, 4, and 5)	Conversion or Exercise(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactiorDerivative CodeExpiration D (Month/Day/ Or Disposed of (D) (Instr. 3, 4, and 5)Expiration D (Month/Day, Or Disposed of (D) (Instr. 3, 4, and 5)Expiration D (Month/Day, Or Disposed of (D) (Instr. 3, 4, and 5)Expiration D (Month/Day, Or Disposed of (D) (Instr. 3, 4, and 5)Expiration D 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionDerivative Code (Instr. 8)Expiration Date (Month/Day/Year)Derivative Security(Month/Day/Year)(Instr. 8) (Instr. 3, 4, and 5)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Date Expiration DateExpiration Expiration	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionDerivative Code Expiration Date (Month/Day/Year) Underlying S (Instr. 3 and (D) (Instr. 3, 4, and 5) (a) 12/15/2011 A 31 612 (4) (4) Common	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactiorDerivative Code (Code Securities Expiration Date (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Option Date Expiration Date Underlying Securities (Instr. 3 and 4) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Title Amount or Number of Shares (Month/Day/Year) 12/15/2011 A 31 612 (4) (4) Common 31 612

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
HURLBUTT JAMES E 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			V.P. & Chief Financial Officer					

Signatures

James E. 12/16/2011 Hurlbutt **Signature of Date

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).
- The amount reported for ESOP II in column five also includes .061 shares of common stock acquired pursuant to a dividend reinvestment (1) feature of ESOP II.

Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified (2) 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.

- (3) 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 MIP, generally payable at end of employment, unless (4) otherwise elected.

(5)

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Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.

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.