HURLBUTT JAMES E

Form 4 March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5

1(b).

(Last)

obligations

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 may continue.

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person
HURLBUTT JAMES E

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

STEPAN CO [SCL]

(Middle)

(Check all applicable)

22 W. FRONTAGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)

02/28/2012

Director 10% Owner _X__ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

V.P. & Chief Financial Officer

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqu	aired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8)		spose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/28/2012		S	3,673	D	88.736 (1)	4,515.588	D	
Common Stock	02/28/2012		S	327	D	\$ 89.84 (2)	4,188.588	D	
Common Stock							94.772	I	By ESOP II Trust
Common Stock							309,917	I	Member of Plan Committee of Stepan

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Company

SEC 1474

(9-02)

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

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 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.	6. Date Exercis	sable and	7. Titl	e and	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	e	Amou	nt of	Deriva
Security	or Exercise		any	Code	of	(Month/Day/Ye	ear)	Under	lying	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr.
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date E	Expiration		or	
							Date		Number	
						Z.ioioisuoio E			of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HURLBUTT JAMES E 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

V.P. & Chief Financial Officer

Signatures

Kathleen O. Sherlock, 03/01/2012 Attorney-in-fact

**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).
- This transaction was executed in multiple trades at prices ranging from \$88.500 to \$89.140. The price reported reflects the weighted (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$89.710 to \$89.960. The price reported reflects the weighted (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners 2

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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.