

STEPAN F QUINN
Form 4
November 19, 2012

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 *
STEPAN F QUINN

2. Issuer Name and Ticker or Trading Symbol
STEPAN CO [SCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
22 W. FRONTAGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2012

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

(Street)
NORTHFIELD, IL 60093

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 11/15/2012 | | C | | 190,078.54 (1) | A | \$ 0 |
| Common Stock | 11/19/2012 | | J(2) | | 2,848 (2) | D | \$ 0 |
| Common Stock | | | | | 176,694.778 | D | |
| Common Stock | | | | | 57,790 | I | |

Stepan Venture II Partnership
Stepan Venture II Partnership
By self as custodian for children

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| | | | |
|--------------|------------|---|-------------------------------------|
| Common Stock | 38,950.474 | I | By ESOP II Trust |
| Common Stock | 426,584 | I | By spouse as custodian for children |
| Common Stock | 143,063 | I | By spouse |

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

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(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Convertible Preferred Stock | (1) | 11/15/2012 | | C | | 166,480 | (1) | (1) | Common Stock | 190,078 |
| Convertible Preferred Stock | (3) | | | | | | (3) | (3) | Common Stock | 10,355.6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| STEPAN F QUINN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093 | X | X | Chairman | |

Signatures

Frank Quinn
Stepan

11/19/2012

Date

__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).

Stepan Venture II Partnership converted 166,480 shares of convertible preferred stock resulting in its acquisition of 190,078.54 shares of common stock. Each share of convertible preferred stock was convertible at any time into 1.14175 shares of common stock. The shares of convertible preferred stock had no expiration date. The reporting person disclaims beneficial ownership of the shares held by Stepan Venture II partnership except to the extent of his pecuniary interest therein.
- (1) Represents the decrease in the reporting person's proportionate interest in shares held by Stepan Venture II partnership upon distribution of 29,958 shares to limited partners of family limited partnership. The reporting person disclaims beneficial ownership of the shares held by Stepan Venture II partnership except to the extent of his pecuniary interest therein.
- (2) Each share of convertible preferred stock is convertible at any time into 1.14175 shares of common stock. The shares of convertible preferred stock have no expiration date.
- (3)

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.