

STEPAN CO  
Form 3  
April 11, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Mergner Arthur W		(Month/Day/Year)	STEPAN CO [SCL]	
(Last)	(First)	(Middle)	04/04/2014	
22 W. FRONTAGE ROAD			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NORTHFIELD, Â IL Â 60093			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) V.P. & General Manager	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,216	D	Â
Common Stock	5,517.305	I	By ESOP II Trust

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares	Â (1)	Â (1)	Common Stock	1,122	\$ 0	D	Â
Performance Shares	Â (2)	Â (2)	Common Stock	713	\$ 0	D	Â
Performance Shares	Â (3)	Â (3)	Common Stock	1,615	\$ 0	D	Â
Employee Stock Option (Right to Buy)	02/14/2008	02/13/2016	Common Stock	3,500	\$ 13.12	D	Â
Employee Stock Option (Right to Buy)	02/13/2009	02/12/2015	Common Stock	1,500	\$ 15.85	D	Â
Employee Stock Option (Right to Buy)	02/12/2010	02/11/2016	Common Stock	4,000	\$ 16.08	D	Â
Employee Stock Option (Right to Buy)	02/10/2011	02/09/2017	Common Stock	4,500	\$ 18.46	D	Â
Employee Stock Option (Right to Buy)	02/09/2012	02/08/2018	Common Stock	2,438	\$ 25.6	D	Â
Employee Stock Option (Right to Buy)	02/07/2013	02/06/2019	Common Stock	1,734	\$ 37.51	D	Â
Employee Stock Option (Right to Buy)	02/14/2014	02/13/2022	Common Stock	1,038	\$ 42.76	D	Â
Employee Stock Option (Right to Buy)	02/19/2015	02/18/2023	Common Stock	583	\$ 63.11	D	Â
Employee Stock Option (Right to Buy)	02/18/2016	02/17/2024	Common Stock	1,573	\$ 61.91	D	Â
Stock Appreciation Right	02/14/2014	02/13/2022	Common Stock	1,038	\$ 42.76	D	Â
Stock Appreciation Right	02/19/2015	02/18/2023	Common Stock	1,359	\$ 63.11	D	Â
Stock Appreciation Right	02/18/2016	02/17/2024	Common Stock	4,719	\$ 61.91	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mergner Arthur W 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	Â	Â	Â V.P. & General Manager	Â

## Signatures

Arthur W.  
Mergner

04/11/2014

          Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2014.
- (2) Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2015.
- (3) Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2016.

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.