

WEHMER EDWARD J
Form 4
May 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
WEHMER EDWARD J

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2013

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

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	05/09/2013		M	A	\$ 11.813	D	
Common Stock	05/09/2013		S	D	\$ 54.054 <u>(1)</u>	D	
Common Stock	05/09/2013		M	A	\$ 14.613	D	
Common Stock	05/09/2013		S	D	\$ 54.042 <u>(1)</u>	D	
Common Stock	05/09/2013		M	A	\$ 11,659	D	

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Stock						20.755	
Common Stock	05/09/2013	S	1,559	D	\$ 54.037 (1)	10,100	D
Common Stock	05/10/2013	M	958	A	\$ 11.813	11,058	D
Common Stock	05/10/2013	S	958	D	\$ 54	10,100	D
Common Stock	05/10/2013	M	1,044	A	\$ 14.613	11,144	D
Common Stock	05/10/2013	S	1,044	D	\$ 54	10,100	D
Common Stock	05/10/2013	M	579	A	\$ 20.755	10,679	D
Common Stock	05/10/2013	S	579	D	\$ 54	10,100	D

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.

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.813	05/09/2013		M	2,800	04/27/2006 04/26/2014	Common Stock	2,800
Stock Option (Right to Buy)	\$ 14.613	05/09/2013		M	1,994	04/25/2008 04/24/2014	Common Stock	1,994

Stock Option (Right to Buy)	\$ 20.755	05/09/2013	M	1,559	04/22/2010	04/21/2016	Common Stock	1,559
Stock Option (Right to Buy)	\$ 11.813	05/10/2013	M	958	04/27/2006	04/26/2014	Common Stock	958
Stock Option (Right to Buy)	\$ 14.613	05/10/2013	M	1,044	04/25/2008	04/24/2014	Common Stock	1,044
Stock Option (Right to Buy)	\$ 20.755	05/10/2013	M	579	04/22/2010	04/21/2016	Common Stock	579

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHMER EDWARD J 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093		X		

Signatures

H. Edward Wynn,
Attorney-in-fact

05/13/2013

__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 of prices ranging from \$54.00 to \$54.230. The price reported reflects the weighted (1) average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of this issuer, full information regarding the number of shares and prices at which the transaction was effected.

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.