

STEPAN CO
Form 3
July 21, 2016

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 and Ticker or Trading Symbol | |
| Â Slone Robert Victor | | (Month/Day/Year) | STEPAN CO [SCL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 22 WEST FRONTAGE ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NORTHFIELD,Â ILÂ 60093 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP Chief Tech & Sustainability | 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 | 2,172.21 ⁽¹⁾ | D | Â |
| Common Stock | 246.784 | 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) | |
|--------------------------------------|------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 02/23/2018 | 02/22/2026 | Common Stock | 1,277 | \$ 43.85 | D | Â |
| Employee Stock Option (Right to Buy) | 02/17/2017 | 02/16/2025 | Common Stock | 1,204 | \$ 41.16 | D | Â |
| Employee Stock Option (Right to Buy) | 11/04/2015 | 11/03/2023 | Common Stock | 1,377 | \$ 57.79 | D | Â |
| Stock Appreciation Right | 02/23/2018 | 02/22/2026 | Common Stock | 3,832 | \$ 43.85 | D | Â |
| Stock Appreciation Right | 02/17/2017 | 02/16/2025 | Common Stock | 3,611 | \$ 41.16 | D | Â |
| Stock Appreciation Right | 11/04/2015 | 11/03/2023 | Common Stock | 1,377 | \$ 57.79 | D | Â |
| Performance Shares | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,140 | \$ 0 | D | Â |
| Performance Shares | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 1,215 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Slone Robert Victor 22 WEST FRONTAGE ROAD NORTHFIELD, IL 60093 | Â | Â | Â VP Chief Tech & Sustainability | Â |

Signatures

Robert V. Slone 07/21/2016

 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) Includes time-based Restricted Stock.

(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, 2018.

(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, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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