#### WOOD ROBERT JOHN

Form 4

February 21, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WOOD ROBERT JOHN

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

STEPAN CO [SCL]

(Check all applicable)

22 W. FRONTAGE ROAD

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

02/19/2013

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

below) V.P. & General Manager

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Number       | 6. Date Exercisable and | 7. Title and Amount  |
|-------------|-------------|---------------------|--------------------|-----------|-----------------|-------------------------|----------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | onof Derivative | Expiration Date         | Underlying Securitie |
| Security    | or Exercise |                     | any                | Code      | Securities      | (Month/Day/Year)        | (Instr. 3 and 4)     |

### Edgar Filing: WOOD ROBERT JOHN - Form 4

| (Instr. 3)                                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed (D) (Instr. 3, and 5) | l of |                     |                    |                 |                                       |
|---|------------------------------------|------------|------------------|------------|--|------|---------------------|--------------------|-----------------|---------------------------------------|
|   |                                    |            |                  | Code V     | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           | Amour<br>or<br>Number<br>of<br>Shares |
| Stock<br>Appreciati<br>Right                | on \$63.11                         | 02/19/2013 |                  | A          | 3,777  |      | 02/19/2015          | 02/18/2023         | Common<br>Stock | 3,77                                  |
| Employee<br>Stock Opti<br>(Right to<br>Buy) | on \$63.11                         | 02/19/2013 |                  | A          | 1,619  |      | 02/19/2015          | 02/18/2023         | Common<br>Stock | 1,619                                 |
| Performan<br>Shares                         | ce <u>(1)</u>                      | 02/19/2013 |                  | A          | 1,981  |      | (1)                 | (1)                | Common<br>Stock | 1,98                                  |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

WOOD ROBERT JOHN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

V.P. & General Manager

## **Signatures**

Robert John Wood 02/21/2013

\*\*Signature of Date
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).
- (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, 2015.

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.

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