

WOOD ROBERT JOHN
Form 4
March 07, 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 *
WOOD ROBERT JOHN

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)
03/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & General Manager

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2013		S ⁽¹⁾	D	\$ 63	14,427	D
Common Stock	03/05/2013		M ⁽¹⁾	A	\$ 16.09	17,927	D
Common Stock	03/05/2013		S ⁽¹⁾	D	\$ 63	14,627	D
Common Stock	03/05/2013		S ⁽¹⁾	D	\$ 63.01	14,527	D
Common Stock	03/05/2013		S ⁽¹⁾	D	\$ 63.02	14,427	D

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Common Stock	03/05/2013		<u>M</u> ⁽¹⁾	5,000	A	\$ 18.46	19,427	D	
Common Stock	03/05/2013		<u>S</u> ⁽¹⁾	5,000	D	\$ 63	14,427	D	
Common Stock							11,226.413	I	By ESOP II Trust
Common Stock							900	I	By Mother

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 16.09	03/05/2013		<u>M</u> ⁽¹⁾	3,500	02/12/2010 02/11/2016	Common Stock	3,500
Employee Stock Option (Right to Buy)	\$ 18.46	03/05/2013		<u>M</u> ⁽¹⁾	5,000	02/10/2011 02/09/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	V.P. & General Manager

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

Signatures

Kathleen O. Sherlock,
Attorney-in-fact

03/07/2013

__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).
- (1) Transaction completed pursuant to a 10b5-1 Trading Plan.

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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