

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

MASON SCOTT C

CIK: **1120330**

Type: **4** | Act: **34** | File No.: **001-04462** | Film No.: **13662807**

Mailing Address

*C/O NOVAMERICAN STEEL
INC*

*1050 UNIVERSITY AVENUE
NORWOOD MA 02062*

ISSUER

STEPAN CO

CIK: **94049** | IRS No.: **361823834** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

Mailing Address

*EDENS & WINNETKA ROAD
NORTHFIELD IL 60093*

Business Address

*EDENS & WINNETKA ROAD
NORTHFIELD IL 60093
8474467500*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person MASON SCOTT C			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, Supply Chain		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			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		
22 W. FRONTAGE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		M		4,090 ⁽¹⁾	A	(1)	13,222	D	
Common Stock	02/28/2013		F		1,320 ⁽¹⁾	D	(1)	11,902	D	
Common Stock								499,328 ⁽²⁾	I	By ESOP II Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Shares	⁽³⁾	02/28/2013		M		4,868		⁽³⁾	⁽³⁾	Common Stock	4,868	⁽³⁾	0	D	

Explanation of Responses:

1. Amount reported reflects vesting of 4,090 performance shares on Table II due to achievement of certain financial targets by December 31, 2012. In addition, 1,320 shares were disposed of for taxes as allowed under the plan. Amounts also reflect the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.

2. Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
3. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.

Signatures

Kathleen O. Sherlock, Attorney-in-fact

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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

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 Number.