

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2005-06-16**  
SEC Accession No. [0001181431-13-014255](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **PACHOLEC FRANK**

CIK: **1229293**

Type: **4** | Act: **34** | File No.: **001-04462** | Film No.: **13663544**

Mailing Address  
22 W FRONTAGE ROAD  
NORTHFIELD IL 60093

### 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

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

**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<br><b>PACHOLEC FRANK</b> | 2. Issuer Name and Ticker or Trading Symbol<br><b>STEPAN CO [SCL]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Vice President R&amp;D</b> |
| (Last) (First) (Middle)<br><b>22 W. FRONTAGE ROAD</b>            | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/16/2005</b> |  |
| (Street)<br><b>NORTHFIELD, IL 60093</b>                          | 4. If Amendment, Date Original Filed(Month/Day/Year)                  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 06/16/2005 <sup>(1)</sup>            |  | P                              |   | 6.752   | A          | \$21.66 | 51,278.776 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 09/16/2005 <sup>(1)</sup>            |  | P                              |   | 5.678   | A          | \$25.99 | 51,290.132 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 12/16/2005 <sup>(1)</sup>            |  | P                              |   | 5.823   | A          | \$26.19 | 51,301.778 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 02/24/2006 <sup>(1)</sup>            |  | P                              |   | 400   | A          | \$27    | 52,101.778 <sup>(5)</sup>   | D  |   |
| Common Stock                    | 02/24/2006 <sup>(1)</sup>            |  | P                              |   | 600   | A          | \$26.99 | 53,301.778 <sup>(6)</sup>   | D  |   |
| Common Stock                    | 03/16/2006 <sup>(1)</sup>            |  | P                              |   | 5.8   | A          | \$26.49 | 53,313.378 <sup>(7)</sup>   | D  |   |
| Common Stock                    | 06/16/2006 <sup>(1)</sup>            |  | P                              |   | 4.834   | A          | \$32    | 53,323.046 <sup>(8)</sup>   | D  |   |
| Common Stock                    | 09/18/2006 <sup>(1)</sup>            |  | P                              |   | 5.086   | A          | \$30.63 | 53,333.218 <sup>(9)</sup>   | D  |   |
| Common Stock                    | 03/15/2007 <sup>(1)</sup>            |  | P                              |   | 91.477  | A          | \$26.78 | 53,516.172 <sup>(10)</sup>  | D  |   |
| Common Stock                    | 06/15/2007 <sup>(1)</sup>            |  | P                              |   | 78.49   | A          | \$31.45 | 53,673.152 <sup>(11)</sup>  | D  |   |
| Common Stock                    | 09/14/2007 <sup>(1)</sup>            |  | P                              |   | 82.958  | A          | \$29.95 | 53,839.068 <sup>(12)</sup>  | D  |   |
| Common Stock                    | 12/14/2007 <sup>(1)</sup>            |  | P                              |   | 79.584  | A          | \$32.2  | 53,998.236 <sup>(13)</sup>  | D  |   |
| Common Stock                    | 02/28/2013                           |  | M                              |   | 1,969 <sup>(14)</sup>   | A          | (14)    | 55,967.236  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,488.906 <sup>(15)</sup>   | 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                         | (16)   | 02/28/2013                           |  | M                              |   |   | 2,344 | (16)   | (16)            | Common Stock  | 2,344                                      | (16)   | 0  | D  |       |

**Explanation of Responses:**

- This transaction is being reported late due to an inadvertent oversight.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 6.752 additional shares of Common Stock. Reflects de minimis adjustment of .049 shares and also reflects adjustment of 1,567.953 post-split shares that had been reported as beneficially owned by the Reporting Person, but were not beneficially owned.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.678 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.823 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 400 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 600 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.8 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 4.834 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 5.086 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 91.477 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 78.49 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 82.958 additional shares of Common Stock.
- On November 30, 2012, the common stock of Stepan Company split 2-for-1, resulting in the Reporting Person's ownership of 79.584 additional shares of Common Stock.
- Amount reported reflects vesting of 1,969 performance shares on Table II due to achievement of certain financial targets by December 31, 2012. Also reflects the 2-for-1 stock split of Stepan Company Common Stock on November 30, 2012.
- Reflects ESOP II acquisitions that have occurred since the Reporting Person's last ownership report covering ESOP II holdings.
- 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.

**Remarks:**

The Reporting Person's purchases of SCL Common Stock reported herein (to the extent of 5.823 shares on 12/16/05, 5.8 shares on 3/16/06, 588.377 shares on 2/24/06, 91.477 shares on 03/15/07 and 5.086 shares on 09/18/06) were matchable under Section 16(b) of the Securities Exchange Act of 1934 with the Reporting Person's previously reported sales (to the extent of 200 shares on 05/23/06, 200 shares on 05/24/06, 200 shares on 05/25/06 and 96.563 shares on 10/27/06). The Reporting Person has paid to SCL \$2,861.85, representing the full amount of the profit realized in connection with the short-swing transactions.

**Signatures**

Frank Pacholec

\*\* 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.**