WOOD ROBERT JOHN

Form 4

October 28, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr WOOD ROBE		ng Person *	2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
22 W. FRONTAGE ROAD			(Month/Day/Year) 10/27/2011	Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	V.P. & General Manager 6. Individual or Joint/Group Filing(Check			
	(Bucci)		Filed(Month/Day/Year)	Applicable Line)			
NORTHFIELD, IL 60093				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect Beneficial Ownership
Common Stock	10/27/2011		Code V $M_{\underline{(1)}}$	Amount 1,750	(D)	Price \$ 31.7	2,750	D	
Common Stock	10/27/2011		S(1)	1,700	D	\$ 79.49	1,050	D	
Common Stock	10/27/2011		S(1)	50	D	\$ 79.515	1,000	D	
Common Stock							4,644.43	I	By ESOP II Trust
Common Stock							500	I	By Mother

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Γransaction Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
` '	Derivative Security		` · · · · ·	(A) or Disposed of (D) (Instr. 3, 4,						
					and 5)					
							Date Exercisable	Expiration Date	Title	Amount or Number of
				Code	V (A)	(D)				Shares
Employee Stock Option (Right to	\$ 31.7	10/27/2011		M <u>(1)</u>		1,750	02/13/2009	02/12/2015	Common Stock	1,750

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

Buy)

Robert John
Wood

**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. 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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