#### **HURLBUTT JAMES E**

Form 4

February 16, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HURLBUTT JAMES E** 

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

STEPAN CO [SCL] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

Symbol

02/14/2012

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

below) V.P. & Chief Financial Officer

(Street)

22 W. FRONTAGE ROAD

4. If Amendment, Date Original

(Instr. 8)

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

(Instr. 4)

Person

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

Owned

Following

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)

5. Amount of Securities Beneficially

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

(Instr. 4)

Reported (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.

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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	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	Transactio	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	\$ 85.53	02/14/2012		A	1,025	02/14/2014	02/13/2022	Common Stock	1,02:
Employee Stock Option (Right to Buy)	\$ 85.53	02/14/2012		A	1,025	02/14/2014	02/13/2022	Common Stock	1,02:
Performance Shares	<u>(1)</u>	02/14/2012		A	1,108	<u>(1)</u>	<u>(1)</u>	Common Stock	1,10

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HURLBUTT JAMES E 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

V.P. & Chief Financial Officer

# **Signatures**

James E. 02/16/2012 Hurlbutt

\*\*Signature of
Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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, 2014.

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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