

STEPAN CO

Form 3

September 08, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Behrens Scott R.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/05/2014

3. Issuer Name **and** Ticker or Trading Symbol
STEPAN CO [SCL]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

22 W. FRONTAGE ROAD

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP/GM Surfactants6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

NORTHFIELD,Â ILÂ 60093

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,150.926

D

Â

Common Stock

2,857.977

I

By ESOP II Trust

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,404	\$ 0	D	Â
Performance Shares	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	951	\$ 0	D	Â
Performance Shares	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	808	\$ 0	D	Â
Performance Shares	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,718	\$ 0	D	Â
Employee Stock Option (Right to Buy)	02/14/2014	02/13/2022	Common Stock	1,298	\$ 42.765	D	Â
Employee Stock Option (Right to Buy)	02/19/2015	02/18/2023	Common Stock	777	\$ 63.11	D	Â
Employee Stock Option (Right to Buy)	02/18/2016	02/17/2024	Common Stock	787	\$ 61.91	D	Â
Employee Stock Option (Right to Buy)	04/29/2016	04/28/2024	Common Stock	1,665	\$ 58.22	D	Â
Stock Appreciation Right	02/19/2015	02/18/2023	Common Stock	1,813	\$ 63.11	D	Â
Stock Appreciation Right	02/18/2016	02/17/2024	Common Stock	2,360	\$ 61.91	D	Â
Stock Appreciation Right	04/29/2016	04/28/2024	Common Stock	4,996	\$ 58.22	D	Â
Share Units <u>(4)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	8,361.394	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behrens Scott R. 22 W. FRONTAGE ROAD NORTHFIELD,Â ILÂ 60093	Â	Â	Â VP/GM Surfactants	Â

Signatures

Scott R. Behrens 09/08/2014

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (2) 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, 2015.
- (3) 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, 2016.

- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified
- (4) deferred compensation plan which allows MIP participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to MIP provisions.

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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