

Slone Robert Victor
Form 4
December 04, 2018

FORM 4

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

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Slone Robert Victor

(Last) (First) (Middle)

22 WEST FRONTAGE ROAD

(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STEPAN CO [SCL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP Chief Tech & Sustainability

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2018		D ⁽¹⁾	1,377 D	\$ 80.48 7,493.1011	D	
Common Stock	11/30/2018		M	1,377 A	\$ 57.79 7,049.1011	D	
Common Stock	11/30/2018		D ⁽²⁾	2,088 D	\$ 80.48 5,405.1011	D	
Common Stock	11/30/2018		F ⁽³⁾	651 D	\$ 80.48 4,754.1011	D	
Common Stock	11/30/2018		M ⁽⁴⁾	1,821 A	\$ 62.41 8,870.1011	D	

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Common Stock	11/30/2018	<u>D</u> ⁽²⁾	1,412	D	\$ 80.48	3,342.1011	D	
Common Stock	11/30/2018	<u>F</u> ⁽³⁾	153	D	\$ 80.48	3,189.1011	D	
Common Stock	11/30/2018	<u>M</u> ⁽⁴⁾	1,392	A	\$ 78.58	4,581.1011	D	
Common Stock	11/30/2018	<u>D</u> ⁽²⁾	1,361	D	\$ 80.42	3,220.1011	D	
Common Stock	11/30/2018	<u>F</u> ⁽³⁾	12	D	\$ 80.42	3,208.1011	D	
Common Stock	11/30/2018	<u>M</u> ⁽⁴⁾	3,832	A	\$ 43.85	10,881.1011	D	
Common Stock						463.221	I	By Esop II Trust

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 57.79	11/30/2018		M		1,377		11/04/2015	11/03/2023	Common Stock	1,377
Stock Appreciation Right	\$ 62.41	11/30/2018		M ⁽⁴⁾		1,821		07/19/2018	07/18/2026	Common Stock	1,821
Stock Appreciation Right	\$ 78.58	11/30/2018		M ⁽⁴⁾		1,392		02/21/2018	02/20/2027	Common Stock	1,392

Stock

Appreciation \$ 43.85 11/30/2018

M⁽⁴⁾

3,832 02/23/2018 02/22/2026

Common Stock 3,83

Right

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Slone Robert Victor 22 WEST FRONTAGE ROAD NORTHFIELD, IL 60093			VP Chief Tech & Sustainability	

Signatures

/s/ Stephanie Jane Pacitti, Attorney-in-Fact for Robert V.
Slone

12/04/2018

**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).

- The Stock Appreciation Rights ("SARs") were settled in cash pursuant to the terms of the award. For reporting purposes, however, the
- (1) transaction is deemed to be a simultaneous acquisition and disposition of the underlying common stock and is reflected as such in this report.
 - (2) Deemed disposition of underlying common stock to the issuer in an amount equal to the conversion price of the SARs.
 - (3) Withholding of shares to satisfy tax liability on exercise of SARs.
 - (4) The SARs were settled in shares of common stock as per the terms of the award.

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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