

STEPAN F QUINN

Form 4

February 04, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPAN F QUINN

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

22 W. FRONTAGE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

NORTHFIELD, IL 60093

☒ Form filed by One Reporting Person
☐ 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)
Common Stock	02/01/2019		M	42,689.962	A	127,749.964	D
Common Stock	02/01/2019		D ⁽²⁾	41,621.831	D	\$ 87.93	85,060.002 D
Common Stock	02/01/2019		F ⁽³⁾	448.081	D	\$ 87.93	127,301.883 D
Common Stock						102.456	I By Esop II Trust
Common Stock						170,269	I By Spouse
						505,222	I

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Common
Stock

Stepan
Venture II
Partnership

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

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(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 of Number of Shares
Share Units ⁽⁴⁾	<u>(5)</u>	02/01/2019		M		42,689.962		<u>(6)</u>	<u>(6)</u>	Common Stock	42,689.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			X	

Signatures

/s/ Stephanie J. Pacitti, attorney-in-fact for F. Quinn
Stepan

02/04/2019

 **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).

- Share Units converted on a one-for-one basis into Common Stock. The Share Units were acquired under the Management Incentive Plan
- (1) (As Amended and Restated Effective January 1, 2015) ("MIP"), a nonqualified 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.
 - (2) Reflects Share Units that were settled in cash pursuant to the terms of the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.
 - (3) Reflects shares withheld in connection with settlement of stock-settled share units under the MIP. Pursuant to the terms of the MIP, amounts deferred are distributed to MIP participants in accordance with the terms of the MIP.

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- (4) Share Units were acquired under the MIP.
- (5) Share Units convert on a one-for-one basis into Common Stock
- (6) Amounts deferred into Share Units are distributed to the participant in ten installments following the end of employment.

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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