

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) April 29, 2002

STEPAN COMPANY

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(Exact Name of Registrant as Specified in its Charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation)

1-4462

-----  
(Commission File Number)

36-1823834

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(I.R.S. Employer Identification No.)

Edens and Winnetka Road,  
Northfield, Illinois

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(Address of Principal Executive Offices)

60093

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(Zip Code)

Registrant's telephone number, including area code: (847) 446-7500  
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Item 4. Changes in Registrant's Certifying Accountant.

On April 29, 2002, the Audit Committee and the Board of Directors of Stepan Company (the "Company") decided to no longer engage Arthur Andersen LLP ("Andersen") as the Company's independent public accountants and engaged Deloitte & Touche LLP ("Deloitte") to serve as the Company's independent public accountants for the fiscal year 2002 effective May 16, 2002.

Andersen's reports on the Company's consolidated financial statements for each of the years ended 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2001 and 2000 and through the date hereof, there were no disagreements with Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 is a copy of Andersen's letter, dated April 29, 2002, stating its agreement with such statements.

During the years ended December 31, 2001 and 2000 and through the date hereof, the Company did not consult Deloitte with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits  
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|            |  |                          |
|------------|--|--------------------------|
| Exhibit 16 | Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated April 29, 2002 | Filed with this document |
|------------|--|--------------------------|

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEPAN COMPANY

By: /s/ Kathleen M. Owens

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Kathleen M. Owens  
Assistant Secretary

Date: April 29, 2002

EXHIBIT INDEX

| Exhibit<br>Number | Description   |
|-------------------|---|
| -----             | -----   |
| 16                | Letter from Arthur Andersen LLP to the Securities and<br>Exchange Commission dated April 29, 2002 |

Office of the Chief Accountant  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

April 29, 2002

Dear Sir/Madam:

We have read the first, second, third and fourth paragraphs of Item 4 included in the Form 8-K dated April 29, 2002, of Stepan Company to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP

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ARTHUR ANDERSEN LLP

Copy to:  
Mr. Walter J. Klein  
Vice President - Finance  
Stepan Company