

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

FORM 10-K/A
Amendment
No. 1

(Mark
One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1999
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission File Number 1-4462

STEPAN COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
Edens and Winnetka Road,
Northfield, Illinois
(Address of principal executive offices)

36-1823834
(I.R.S. Employer
Identification Number)
60093
(Zip Code)

Registrant's telephone number including area code: 847-446-7500
Securities registered pursuant to Section 12 (b) of the Act:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Common Stock, \$1 par value	New York Stock Exchange Chicago Stock Exchange
5 1/2% Convertible Preferred Stock, no par value	New York Stock Exchange Chicago Stock Exchange

Securities registered pursuant to Section 12 (g) of the Act:
None
(Title of Class)

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Aggregate market value at February 29, 2000, of voting stock held by nonaffiliates of the registrant: \$128,040,000*

Number of shares outstanding of each of the issuer's classes of common stock as of February 29, 2000:

Class -----	Outstanding at February 29, 2000 -----
Common Stock, \$1 par value	9,516,863

Documents Incorporated by Reference

Part of Form 10-K -----	Document Incorporated -----
Part I, Item 1	1999 Annual Report to Stockholders
Part II, Items 5-8	1999 Annual Report to Stockholders
Part III, Items 10-12	Proxy Statement dated March 30, 2000

*Based on reported ownership by all directors, officers and beneficial

owners of more than 5% of registrant's voting stock. However, this determination does not constitute an admission of affiliate status for any of these holders.

- - - - -
- - - - -

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 thereunto duly authorized.

STEPAN COMPANY

/s/ Walter J. Klein
Walter J. Klein
Vice President--Finance
Principal Financial and Accounting Officer

Date: March 31, 2000

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 1999 AND CONSOLIDATED STATEMENT OF INCOME FOR THE TWELVE MONTHS THEN ENDED AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

12-MOS		
	DEC-31-1999	
	JAN-01-1999	
	DEC-31-1999	3,969
		0
		99,478
		2,389
		51,849
	166,660	596,904
		387,423
		414,576
	98,045	0
	0	0
		19,575
		9,685
		125,804
414,576		666,784
	666,784	545,839
		625,006
		0
		0
	8,376	
	34,829	
	12,700	
22,129		0
	0	0
		0
	22,129	
		2.22
		2.08