FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

wasnington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0		

287 Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 $\,$ or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Wynn H Edward</u>				2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]								elationship c eck all applic Directo	able)	g Pers	on(s) to Issu 10% Ow Other (s	ner		
(Last) (First) (Middle) 22 W. FRONTAGE ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008							below)			below)		
(Street) NORTHFI (City)	NORTHFIELD IL 60093					4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - Non-	-Deriv	ative	Sec	urities	Ac	quired, Di	sposed o	of, or Ber	neficial	y Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D			Execution Date,		Code (Inst	Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			Beneficia Owned F	s ally ollowing	Form	: Direct I Indirect E str. 4) C	7. Nature of Indirect Beneficial Ownership					
						Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	on(s)			(Instr. 4)				
	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 Day if any (Month/Day)	Date, Transac Code (In			tion of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e Ow s Fo ally Dir or g (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Employee Stock Option	\$32.17	02/12/2008			Α		3,500		02/12/2010	02/11/2016	Common stock	3,500	\$32.17	3,500)	D		
Performance Shares	(1)	02/12/2008			A		2,000		(1)	(1)	Common	2,000	\$0	2,000)	D		

Explanation of Responses:

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, 2010.

Remarks:

H. Edward Wynn

02/14/2008

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.