

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>VENEGONI JOHN V</u>  (Last) (First) (Middle) <u>22 W. FRONTAGE ROAD</u>  (Street) <u>NORTHFIELD IL 60093</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO [ SCL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2008</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP/GM Surfactants</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/16/2008		M		200 <sup>(1)</sup>	A	\$23.3125	10,750.7127	D	
Common Stock	06/16/2008		S		200	D	\$42.99	10,550.7127	D	
Common Stock	06/17/2008		M		1,869 <sup>(1)</sup>	A	\$23.3125	12,419.7127	D	
Common Stock	06/17/2008		S		1,869	D	\$42.99	10,550.7127	D	
Common Stock	06/17/2008		M		2,400 <sup>(1)</sup>	A	\$21.75	12,950.7127	D	
Common Stock	06/17/2008		S		2,000	D	\$43.49	10,950.7127	D	
Common Stock	06/17/2008		S		400	D	\$43.99	10,550.7127	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$23.3125	06/16/2008		M		200 <sup>(1)</sup>	02/16/2001	02/15/2009	Common Stock	200	\$23.3125	1,869	D	
Employee Stock Option	\$23.3125	06/17/2008		M		1,869 <sup>(1)</sup>	02/16/2001	02/15/2009	Common Stock	1,869	\$23.3125	0	D	
Employee Stock Option	\$21.75	06/17/2008		M		2,400 <sup>(1)</sup>	05/09/2002	05/08/2010	Common Stock	2,400	\$21.75	15,990	D	

Explanation of Responses:

1. Transaction completed pursuant to a 10b5-1 trading plan.

John V. Venegoni

06/18/2008

\*\* 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.