FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										

0.5

hours per response:

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

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*  WOOD ROBERT JOHN					2. Issuer Name and Ticker or Trading Symbol STEPAN CO [ SCL ]							eck all applic Directo	cable) r	g Person(s) to Issu 10% Ow		ner	
(Last) (First) (Middle) 22 W. FRONTAGE RD.						3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008							below)	(give title	A Poly	Other (s below) ymers	pecify
Street) NORTHFIELD IL 60093  (City) (State) (Zip)				4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl				_			quired, Di	<del>-</del>							
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				action 2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 5)			Beneficia Owned F	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
							Code V	Amour	t (A) o	Price	Reported Transact (Instr. 3 a	tion(s)			(Instr. 4)		
		Ta							uired, Dis , options,				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	Date, Transact Code (In:					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 Owne s Form: Direct or Ind (I) (Ins	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiratio Date	Title	Amount or Number of Shares					
Employee Stock Option	\$32.17	02/12/2008			Α		7,000		02/12/2010	02/11/201	6 Common Stock	7,000	\$32.17	7,000	)	D	
Performance Shares	(1)	02/12/2008			A		3,500		(1)	(1)	Common	3,500	\$0	3,500	)	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:

Robert John Wood

02/13/2008

\*\* 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.