

**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>STEPAN CO</u>  (Last) (First) (Middle) <u>STEPAN COMPANY</u> <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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  X <u>Vice President R&amp;D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/14/2008		p <sup>(1)</sup>		68.874	A	\$37.45	12,089.624	D	
Common Stock	06/13/2008		p <sup>(1)</sup>		60.887	A	\$42.6	12,150.511	D	
Common Stock	08/28/2008		M		1,000	A	\$25.385	13,150.511	D	
Common Stock	08/28/2008		S		1,000	D	\$59	12,150.511	D	
Common Stock	09/02/2008		M		1,000	A	\$25.385	13,150.511	D	
Common Stock	09/02/2008		S		300	D	\$59.46	12,850.511	D	
Common Stock	09/02/2008		S		100	D	\$59.5	12,750.511	D	
Common Stock	09/02/2008		S		100	D	\$59.53	12,650.511	D	
Common Stock	09/02/2008		S		100	D	\$59.57	12,550.511	D	
Common Stock	09/02/2008		s <sup>(2)</sup>		400	D	\$59.58	12,150.511	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$25.385	08/28/2008		M		1,000		12/22/2004	04/28/2013	Common Stock	1,000	\$0	10,818	D	
Employee Stock Option (Right to Buy)	\$25.385	09/02/2008		M		1,000		12/22/2004	04/28/2013	Common Stock	1,000	\$0	9,818	D	

**Explanation of Responses:**

- 1. Reflects acquisition through dividend reinvestment.
- 2. The reporting person's sale of SCL common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 129,761 shares, with the reporting person's purchase of 129,761 shares reported herein. the reporting person has paid to SCL \$2,558.04, representing the full amount of the profit realized in connection with the short-swing transaction.

Frank Pacholec 09/02/2008

\*\* 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.

