

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* STEPAN F QUINN JR <hr/> (Last) (First) (Middle) 22 WEST FRONTAGE RD. <hr/> (Street) NORTHFIELD IL 60093 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President & CEO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2010					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. 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	02/17/2010		M		6,000 ⁽¹⁾	A	(1)	54,793.0816	D	
Common Stock	02/17/2010		A		6,000 ⁽¹⁾	A	(1)	60,793.0816	D	
Common Stock	02/18/2010		J		18.1562	A	(2)	60,811.2378	D	
Common Stock	02/18/2010		J		45.6143	A	(3)	60,856.8521	D	
Common Stock								50,880	D ⁽⁴⁾	
Common Stock								7,081	I	By Spouse
Common Stock								36,447	I	By Self as Custodian for Children
Common Stock								15,792	I	By Children
Common Stock								21,312	I	By Family Trust ⁽⁵⁾
Common Stock								30,257	I	By Family LLC ⁽⁵⁾
Common Stock								1,200	I	By Spouse as Custodian for Children

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	Amount or Number of Shares				
Performance Shares	(6)	02/17/2010		M			6,000	(6)	(6)	Common Stock	6,000	(6)	0	D	
Management Incentive Plan	(7)	02/17/2010		J		814.763		08/08/1988	08/08/1988	Common Stock	814.763	(7)	39,973.203	D	

Explanation of Responses:

- Amount reported reflects vesting of 6,000 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also includes an additional 6,000 shares due to achievement of certain financial targets by December 31, 2009.
- Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2010, under the Employee Stock Ownership Plan (ESOP) established by Stepan Company.
- Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2010, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company.

4. Joint Tenancy with Spouse.
5. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
6. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2009.
7. Management Incentive Plan Amended and Restated as of January 1, 2005 ("Plan"), a 16b-3 Plan, is a nonqualified deferred compensation plan which allows Plan participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to Plan provisions.

Kathleen O. Sherlock, by Power
of Attorney for F. Quinn Stepan, 02/19/2010
Jr.

** 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.