FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinaton	$D \subset$	20540	
<i>N</i> ashington.	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIA	L OWNERSHIP

-	OIVID APPROVAL										
	OMB Number:	3235-0287									
	Estimated average burden	ı									
-	hours per response:	0.5									

ONAR ARRESONAL

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*  VENEGONI JOHN V						Name <b>and</b> AN CO			ng Sy	mbol	(Che	Director			10% Ow	s) to Issuer  10% Owner  Other (specify		
(Last) (First) (Middle) 22 W. FRONTAGE ROAD					Date o	of Earliest <sup>-</sup> 010	Transac	tion (Moi	nth/Da	ay/Year)	X	below)  VP/GM Surfactants				, ,		
(Street) NORTHFI	ELD IL	(	50093		4.1	If Ame	endment, D	ate of C	Original Filed (Month/Day/Year)					6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person				
(City)	(Sta	te) (	(Zip)										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)		- 1	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			5. Amount Securities Beneficiall Owned Fol	y	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect Etr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an	n(s) d 4)			(Instr. 4)		
Common S	tock			02/17/2010		10			M		3,500(1)	3,500 <sup>(1)</sup> A		22,806.7885			D	
Common Stock			02/1	02/17/2010				A		3,500(1)	A	(1)	26,306.7885			D		
Common S	tock			02/1	02/17/2010				F		2,140 <sup>(1)</sup> D		(1)	24,166.7885		D		
Common Stock			02/1	02/18/2010				J		17.3605 A		(2)	24,184.149			D		
Common Stock 02/1			02/1	18/20	8/2010			J		44.8158	B A	(3)	24,228.9648			D		
Common Stock												1,000			I c	By self as custodian or child		
	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		3A. Deemed Execution D if any (Month/Day/	ate, T	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerci Expiration Da (Month/Day/Ye		te of Securities		es g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction	/e es ally ng d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				C	Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)			
Performance Shares	(4)	02/17/2010			M			3,500	(4)		(4)	Common Stock	3,500	(4)	0		D	
Management Incentive Plan	(5)	02/17/2010			J		259.403		08/08/1	988	08/08/1988 Common Stock 25		259.403	(5)	12,726.594		D	

## **Explanation of Responses:**

- 1. Amount reported reflects vesting of 3,500 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also includes an additional 3,500 shares due to achievement of certain financial targets by December 31, 2009. Also, 2,140 shares were disposed of for taxes as allowed under the plan.
- 2. 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.
- 3. 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. The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2009.
- 5. 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.

John V. Venegoni

02/18/2010

\*\* 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.