

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* <u>POTTER ROBERT G</u>			2. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO</u> [<u>SCL</u>]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2008</u>			
22 W. FRONTAGE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) <u>NORTHFIELD IL 60093</u>						
(City)	(State)	(Zip)				

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	08/14/2008		M		1,793	A	\$21.75	4,542	D	
Common Stock	08/14/2008		M		1,879	A	\$23.625	6,421	D	
Common Stock	08/14/2008		M		1,543	A	\$27.625	7,964	D	
Common Stock	08/14/2008		M		1,519	A	\$29.225	9,483	D	
Common Stock	08/14/2008		S		100	D	\$59.79	9,383	D	
Common Stock	08/14/2008		S		100	D	\$59.84	9,283	D	
Common Stock	08/14/2008		S		100	D	\$59.93	9,183	D	
Common Stock	08/14/2008		S		144	D	\$60.05	9,039	D	
Common Stock	08/14/2008		S		600	D	\$60.1	8,439	D	
Common Stock	08/14/2008		S		600	D	\$60.2	7,839	D	
Common Stock	08/14/2008		S		500	D	\$60.21	7,339	D	
Common Stock	08/14/2008		S		500	D	\$60.22	6,839	D	
Common Stock	08/14/2008		S		193	D	\$60.24	6,646	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	Amount or Number of Shares				
Stock Option	\$21.75	08/14/2008		M			1,793	05/09/2002	05/08/2010	Common Stock	1,793	\$21.75	0	D	
Stock Option	\$27.625	08/14/2008		M			1,543	04/30/2004	04/26/2014	Common Stock	1,543	\$27.625	0	D	
Stock Option	\$23.625	08/14/2008		M			1,879	04/27/2006	04/26/2014	Common Stock	1,879	\$23.625	0	D	
Stock Option	\$29.225	08/14/2008		M			1,519	04/25/2008	04/24/2014	Common Stock	1,519	\$29.225	0	D	

Explanation of Responses:

Kathleen O. Sherlock, By
Power of Attorney for Robert 08/18/2008
G. Potter

** Signature of Reporting Person Date

* 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.