

**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
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<b>1. Name and Address of Reporting Person*</b> <u>ZOGLIO ANTHONY J</u>  (Last) (First) (Middle) <u>22 W. FRONTAGE ROAD</u>  (Street) <u>NORTHFIELD IL 60093</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>STEPAN CO [ SCL ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>Vice President - Supply Chain</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/28/2009</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	08/28/2009		M		7,000	A	\$31.7	21,808.0668	D	
Common Stock	08/28/2009		S		129	D	\$52.65	21,679.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.68	21,579.0668	D	
Common Stock	08/28/2009		S		300	D	\$52.7	21,279.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.715	21,179.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.72	21,079.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.75	20,979.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.76	20,879.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.78	20,779.0668	D	
Common Stock	08/28/2009		S		71	D	\$52.8	20,708.0668	D	
Common Stock	08/28/2009		S		300	D	\$52.81	20,408.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.815	20,308.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.84	20,208.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.86	20,108.0668	D	
Common Stock	08/28/2009		S		300	D	\$52.89	19,808.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.905	19,708.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.92	19,608.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.93	19,508.0668	D	
Common Stock	08/28/2009		S		200	D	\$52.95	19,308.0668	D	
Common Stock	08/28/2009		S		200	D	\$52.97	19,108.0668	D	
Common Stock	08/28/2009		S		100	D	\$52.975	19,008.0668	D	
Common Stock	08/28/2009		S		900	D	\$53	18,108.0668	D	
Common Stock	08/28/2009		S		100	D	\$53.005	18,008.0668	D	
Common Stock	08/28/2009		S		1,000	D	\$53.01	17,008.0668	D	
Common Stock	08/28/2009		S		200	D	\$53.02	16,808.0668	D	
Common Stock	08/28/2009		S		600	D	\$53.03	16,208.0668	D	
Common Stock	08/28/2009		S		100	D	\$53.035	16,108.0668	D	
Common Stock	08/28/2009		S		400	D	\$53.04	15,708.0668	D	
Common Stock	08/28/2009		S		100	D	\$53.045	15,608.0668	D	
Common Stock	08/28/2009		S		100	D	\$53.05	15,508.0668	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				
Employee Stock Option	\$31.7	08/28/2009		M			7,000	02/13/2009	02/12/2015	Common Stock	7,000	\$31.7	0	D	

Explanation of Responses:

[Kathleen O. Sherlock,](#)  
[Attorney-in-fact for Anthony J. Zoglio](#) 09/01/2009  
[Zoglio](#)

\*\* 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.

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