FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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gton, D.C. 20549	OMB APPROVAL

)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	AN
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NNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL									
OMB Number:	3235-0362								
Estimated average burden									
hours per response:	1.0								

Form 3 Holdings Reported.											l not	urs per	response:	1.0	
File	ed pursuant to or Sectior	Section 30(h)	on 16(a) of the	a) of th Inves	ne Secur stment Co	ities Excha ompany A	ange Ac	ot of 1934 40							
Name and Address of Reporting Person* STEPAN F QUINN					2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]						olicable)			o Issuer % Owner	
(Last) (First) (Middle) 22 W. FRONTAGE ROAD				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004						X Officer (give title Other (specify below) Chairman and CEO					
(Street) NORTHFIELD IL 60093 (City) (State) (Zip)							Line) X Form filed by C								
le I - Non-Deriv	ative Sec	uritie	s Ac	quir	ed, Di	sposed	of, or	Benefic	ially	Owne	ed				
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) or Dispose Of (D) (Instr. 3, 4 and 5)		or Disposed	Securities Beneficia		s ally	Form	: Direct	7. Nature of Indirect Beneficial Ownership		
					Amoun	:				Issuer's Fiscal Year (Instr. 3 and 4)		Indirect (I) (Instr. 4)		(Instr. 4)	
12/31/2004		J (1))	56,808		D	\$24.36	24.36		288,727		I	Stepan Venture II Partnership	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	of Deriv Secu Acqu (A) o Dispo of (D) (Instr	civative curities quired or posed D) str. 3, 4		ration Date nth/Day/Year)		Amo Seci Und Deri Seci and	ount of urities erlying vative urity (Instr. 3 4)	-		derivative Securities Beneficia Owned Following Reported	e s ally g	Form: Direct (D or Indire	Beneficial Ownership ct (Instr. 4)	
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Securities Acquired (A) or Disposed Securities Securities Acquired (A) or Disposed Securities Securities Securities Securities Acquired (A) or Disposed Securities Securi	2. Issuer Name and Ticker or Trading Symbol STEPAN CO SCL SCL	

Explanation of Responses:

1. Disposition of shares pursuant to optional redemption by certain Limited Partners of the Stepan Venture II Partnership.

Remarks:

F. Quinn Stepan

02/14/2005

** 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.