

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(CUSIP Number)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

STEPAN VENTURE II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

| | | |
|-------------------------------------|---|--|
| | 5 | SOLE VOTING POWER 166,480 shares |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 7 | SOLE DISPOSITIVE POWER 166,480 shares |
| EACH REPORTING PERSON WITH | 8 | SHARED DISPOSITIVE POWER |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

166,480

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.4%

12 TYPE OF REPORTING PERSON*

PARTNERSHIP

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a) Name of issuer:
Stepan Company
- Item 1(b) Address of issuer's principal executive offices:
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(a) Name of person filing:
See Item 1 of cover page
- Item 2(b) Address of principal business office or, if none,
residence:
Stepan Company
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
See Item 4 of cover page
- Item 2(d) Title of class of securities:
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
vote - See Item 6 of cover page
 - (iii) Sole power to dispose or direct the
disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Of the shares reported herein, F. Quinn Stepan and
Paul H. Stepan, as the general partners of Stepan
Venture I, an Illinois limited partnership, which
in turn is the sole general partner of Stepan

Venture II, an Illinois limited partnership, have over 166,480 of the issuer's 5 1/2 percent Convertible Preferred shares owned by Stepan Venture II. (note - Stepan Company 5 1/2 percent Convertible Preferred shares were split 8-for-1 on April 30, 1993)

Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable

Item 8 Identification and classification of members of the group:
Not applicable

Item 9 Notice of dissolution of group:
Not applicable

Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

Signature

F. Quinn Stepan

Name

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MARY LOUISE WEHMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

76,872 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

76,872 shares

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,872

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a) Name of issuer:
Stepan Company
- Item 1(b) Address of issuer's principal executive offices:
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(a) Name of person filing:
See Item 1 of cover page
- Item 2(b) Address of principal business office or, if none,
residence:
Stepan Company
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
See Item 4 of cover page
- Item 2(d) Title of class of securities:
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the vote -
See Item 6 of cover page
 - (iii) Sole power to dispose or direct the
disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Not applicable

- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Item 8 Identification and classification of members of the group:
Not applicable
- Item 9 Notice of dissolution of group:
Not applicable
- Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

Signature

Mary Louise Wehman

Name

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MARY LOUISE STEPAN

2 CHECK THE APPROPRIATE BOX IF A MEMEBER OF A GROUP*

(a) / /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER
NUMBER OF SHARES 76,872 shares

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 76,872 shares

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,872

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a) Name of issuer:
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See Item 1 of cover page
- Item 2(b) Address of principal business office or, if none,
residence:
Stepan Company
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
See Item 4 of cover page
- Item 2(d) Title of class of securities:
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
vote - See Item 6 of cover page
 - (iii) Sole power to dispose or direct the
disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Not applicable

- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Item 8 Identification and classification of members of the group:
Not applicable
- Item 9 Notice of dissolution of group:
Not applicable
- Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

Signature

Mary Louise Stepan

Name

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.2)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN A. STEPAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

U.S.A.

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

76,872 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

76,872 shares

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,872

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a) Name of issuer:
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- Item 2(b) Address of principal business office or, if none,
residence:
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Northfield, Illinois 60093
- Item 2(c) Citizenship:
See Item 4 of cover page
- Item 2(d) Title of class of securities:
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
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 - (iii) Sole power to dispose or direct the
disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Not applicable

Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable

Item 8 Identification and classification of members of the group:
Not applicable

Item 9 Notice of dissolution of group:
Not applicable

Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

Signature

John A. Stepan

Name

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PAUL H. STEPAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)___
(b)___

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

| | | | |
|---------------------|---|--------------------------|---------|
| | 5 | SOLE VOTING POWER | |
| | | | 159,616 |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER | |
| BENEFICIALLY | | | 166,480 |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER | |
| EACH | | | 159,616 |
| REPORTING | 8 | SHARED DISPOSITIVE POWER | |
| PERSON | | | 166,480 |
| WITH | | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

326,096

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

41.87%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

*SEE INSTRUCTION BEFORE FILLING OUT!

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Stepan Company
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Northfield, Illinois 60093
- Item 2(a) Name of person filing:
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- Item 2(b) Address of principal business office or, if none,
residence:
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22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
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- Item 2(d) Title of class of securities:
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
vote - See Item 6 of cover page
 - (iii) Sole power to dispose or direct the
disposition of
See item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Of the shares reported herein, F. Quinn Stepan and
Paul H. Stepan, as the general partners of Stepan
Venture I, an Illinois limited partnership, which
in turn is the sole general partner of Stepan

Venture II, an Illinois limited partnership, have over 166,480 of the issuer's 5 1/2 percent Convertible Preferred shares owned by Stepan Venture II. (note - Stepan Company 5 1/2 percent Convertible Preferred shares were split 8-for-1 on April 30, 1993)

Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable

Item 8 Identification and classification of members of the group:
Not applicable

Item 9 Notice of dissolution of group:
Not applicable

Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

/s/ Paul H. Stepan

Dated

Signature

Paul H. Stepan

Name

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 9)*

STEPAN COMPANY

(Name of Issuer)

COMMON STOCK \$1 PAR VALUE

(Title of Class of Securities)

858586-10-0

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PAUL H. STEPAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER
40,604 (Common stock shares split 2-for-1 on
Dec. 15, 1994)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
471,146 (Common stock shares split 2-for-1 on
Dec. 15, 1994)

7 SOLE DISPOSITIVE POWER
40,604

8 SHARED DISPOSITIVE POWER
471,146

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

511,750 - includes shares held by spouse and under trusts for benefit of
minor children

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

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Stepan Company
- Item 1(b) Address of issuer's principal executive offices:
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(a) Name of person filing:
See Item 1 of cover page
- Item 2(b) Address of principal business office or, if none,
residence:
Stepan Company
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
See Item 4 of cover page
- Item 2(d) Title of class of securities:
Common
- Item 2(e) CUSIP number:
858586-10-0
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
vote - See Item 6 of cover page
 - (iii) Sole power to dispose or direct the disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the disposition
of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of another
person:
- Of the shares reported herein, F. Quinn Stepan and Paul H. Stepan, as the general partners of Stepan Venture I, an Illinois limited partnership, which in turn is the sole general partner of Stepan

Venture II, an Illinois limited partnership, have over 471,146 of the issuer's common shares owned by Stepan Venture II.

- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Item 8 Identification and classification of members of the group:
Not applicable
- Item 9 Notice of dissolution of group:
Not applicable
- Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

/s/ Paul H. Stepan

Signature

Paul H. Stepan

Name

UNITES STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 13)*

STEPAN COMPANY

(Name of Issuer)

COMMON STOCK \$1 PAR VALUE

(Title of Class of Securities)

858586-10-0

(CUSIP Number)

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1 NAME OF REPORTING PERSON
S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

F. QUINN STEPAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 873,882 shares, includes 285,800 shares under options exercisable within six (6) months (common shares split 2-for-one on 12-15-94)

6 SHARED VOTING POWER

471,146 (see item 8)

7 SOLE DISPOSITIVE POWER

873,882

8 SHARED DISPOSITIVE POWER

471,146

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,051,800 shares, includes shares held by spouse and spouse as trustee under trusts for the benefit of minor children

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.6%

12 TYPE OF REPORTING PERSON*

INDIVIDUAL

*SEE INSTRUCTION BEFORE FILLING OUT!

- Item 1(a) Name of issuer:
Stepan Company
- Item 1(b) Address of issuer's principal executive offices:
22 West Frontage Road
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- Item 2(a) Name of person filing:
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- Item 2(b) Address of principal business office or, if none,
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Northfield, Illinois 60093
- Item 2(c) Citizenship
See Item 4 of cover page
- Item 2(d) Title of class of securities:
Common
- Item 2(e) CUSIP number:
858586-10-0
- Item 3 Not applicable
- Item 4 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the
vote - See Item 6 of cover page
 - (iii) Sole power to dispose or direct the
disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the
disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of
another person:
Of the shares reported herein, F. Quinn Stepan and
Paul H. Stepan, as the general partners of Stepan
Venture I, an Illinois limited partnership, which
in turn is the sole general partner of Stepan

Venture II, an Illinois limited partnership, have over 471,146 of the issuer's common shares owned by Stepan Venture II.

- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Item 8 Identification and clasification of members of the group:
Not applicable
- Item 9 Notice of dissolution of group:
Not applicable
- Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 1995

Dated

Signature

F. Quinn Stepan

Name