FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-----------|------------|---------------|-----------|
| | | | |

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

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* STEPAN F QUINN JR | | | | | | 2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---|------------|---|---|--------------------------|--|------------------|---|--|---------------------------|--|---|---|---|--|--|---------------------------------------|--|--|
| (Last) (First) (Middle) 22 W. FRONTAGE ROAD | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2005 | | | | | | | | X Director X Officer (below) | and C | 10% Owner Other (specify below) | | | | | |
| (Street) NORTHFI (City) | ELD IL | | 50093 Zip) | | 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Line | Adividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| Date | | | Date | n/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securities Acquired Disposed Of (D) (Instr. | | ed (A) or tr. 3, 4 and | Beneficial Owned Fo | s Form lly (D) o ollowing (I) (Ir | | Direct I Indirect E tr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction (Instr. 3 ar | | | | (Instr. 4) | | |
| Common Stock 02/16 | | | | 16/200 | 6/2005 | | | J | | 38.604 A | | (1) | 54,868.2082 | | | 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 | | 3A. Deemed Execution I if any (Month/Day | Date, | ate, Transac Code (Ir | | ction Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title an of Securi Underlyin Derivative (Instr. 3 a | g e Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | |
| | | | | c | Code | v | (A) | | Date Exercisal | | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | ionijaj | | | |
| Management Incentive Plan | (2) | 02/16/2005 | | | J | | 767.977 | | 08/08/19 | 88 | 08/08/1988 | Common Stock | 767.97 | (2) | 24,658 | .11 | D | | |

Explanation of Responses:

- $1.\ Distributed\ subject\ to\ vesting\ rights\ under\ shareholders\ approved\ Employee\ Stock\ Ownership\ Plan\ (ESOP).$
- 2. Management Incentive Plan ("Plan") a (16 b-3 Plan) approved April 28, 1992 by shareholders to permit option of taking balances in cash or company stock upon termination, death or retirement pursuant to Plan

Remarks:

F. Quinn Stepan, Jr.

02/16/2005

** 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.