

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

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>STEPAN F QUINN JR</u> (Last) (First) (Middle) <u>22 W. FRONTAGE ROAD</u> (Street) <u>NORTHFIELD IL 60093</u> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>STEPAN CO [SCL]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO	
		3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2007</u>			
		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	01/23/2007		J		2,335,2098	A	(1)	62,105.436	D	
Common Stock	01/23/2007		J		518,359	D	(2)	415,566	I	Member of Plan Committee of Stepan Company

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				
5-1/2% Convertible Preferred Stock	(3)	01/23/2007		J		553.7363		08/08/1988	08/08/1988	Common Stock	632.228	(3)	632.228	D	

Explanation of Responses:

- Number of common stock shares allocated to reporting person's account on January 23, 2007, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. A total of 407,920 unallocated common stock shares was transferred to the ESOP II from the Stepan Company Profit Sharing Plan on December 27, 2006.
- Member of Plan Committee of Stepan Company, which has oversight responsibility over investments of funds of employee benefit programs. Amount represents number of Stepan Company stock shares transferred from the Stepan Company Profit Sharing Plan to the Employee Stock Ownership Plan II (ESOP II) on December 27, 2006.
- Number of preferred stock shares allocated to reporting person's account on January 23, 2007, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. A total of 96,728 unallocated preferred stock shares was transferred to the ESOP II from the Stepan Company Profit Sharing Plan on December 27, 2006. The preferred stock conversion rate is 1.14175 shares of common stock for each share of preferred stock.

Remarks:

F. Quinn Stepan, Jr. 01/25/2007
 ** 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.