SEC F	form 4
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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>VENEGONI JOHN V</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>STEPAN CO</u> [ SCL ]		ationship of Reporting Pe ( all applicable) Director	10% Owner			
(Last) 22 W. FRONTA	(First) GE ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2007	X	Officer (give title below) VP/GM Surf	Other (specify below) Ictants			
(Street) NORTHFIELD IL 60093 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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									

### 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of 3. Transaction Disposed Of (D) (Instr. 3, 4 and Date Execution Date Securities Form: Direct Indirect (Month/Day/Year) if any Code (Instr. 5) Beneficially (D) or Indirect Beneficial (Month/Day/Year) 8) **Owned Following** (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, 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) 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	02/13/2007		Α		7,000		02/13/2009	02/12/2015	Common Stock	7,000	\$31.7	7,000	D	
Performance Shares	(1)	02/13/2007		Α		3,500		(1)	(1)	Common Stock	3,500	\$ <mark>0</mark>	3,500	D	

Explanation of Responses:

1. Each performance share represents a contingent right to receive one share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2009.

## **Remarks:**

## <u>John V. Venegoni</u>

\*\* Signature of Reporting Person

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.

<u>negoni</u>

02/15/2007

Date