

**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

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

1. Name and Address of Reporting Person* <u>STEPAN F QUINN JR</u>  (Last) (First) (Middle) <u>22 W. FRONTAGE RD.</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) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	09/15/2011		A		119,765 <sup>(1)</sup>	A	\$72.19	59,070.035 <sup>(2)</sup>	D	
Common Stock								4,038.391 <sup>(2)</sup>	I	By ESOP II Trust
Common Stock								55,712	D <sup>(3)</sup>	
Common Stock								3,749	I	By Spouse
Common Stock								17,179	I	By Children
Common Stock								37,488	I	By Self as Custodian for Children
Common Stock								1,200	I	By Spouse as Custodian for Children
Common Stock								30,257	I	By Family LLC <sup>(4)</sup>
Common Stock								24,000	I	By Family Trust <sup>(4)</sup>
Common Stock								7,500	I	By Family Trust II
Common Stock								17,464	I	By Family Trust III
Common Stock								337,248	I	Member of the 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				
Share Units <sup>(5)</sup>	(6)	09/15/2011		A		158.508		(7)	(7)	Common Stock	158.508	\$72.19 <sup>(8)</sup>	44,169.057	D	

Explanation of Responses:

1. Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
2. Effective July 1, 2011, the Employee Stock Ownership Plan ("ESOP") merged with and into the Employee Stock Ownership Plan II ("ESOP II"). All shares previously held under ESOP and ESOP II are now reflected as indirect holdings under the ESOP II trust. The amount reported for ESOP II in column five consists of shares that were previously reported as direct holdings, but are now reported as indirect holdings. The amount reported for ESOP II in column five also includes 14,633 shares of common stock acquired pursuant to a dividend reinvestment feature of ESOP II.
3. Joint Tenancy with Spouse.
4. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
5. Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("MIP"), a nonqualified deferred compensation plan which allows MIP participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to MIP provisions.
6. Share Units convert on a one-for-one basis into Common Stock.
7. Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the MIP, generally payable at end of employment, unless otherwise elected.
8. Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the MIP.

E. Quinn Stepan, Jr.

09/19/2011

\*\* 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.**