FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
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*			2. Issuer Name <b>and</b> Ticker or Trading Symbol STEPAN CO SCL	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
STEPAN F QUINN				X	Director	X	10% Owner			
(Last) 22 W. FRONTA	(First) GE ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2004	X	Officer (give title below)  Chairman		Other (specify below) EO			
(Street) NORTHFIELD	IL	60093	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group F Form filed by One F Form filed by More	Reporti	ing Person			
(City)	(State)	(Zip)			Person	iliaii C	one reporting			

(Street) NORTHFIELD I (City) (	L State)	60093 (Zip)	—   4. IT AF	nendment, Date of	Original	riieu	(мониложу/	Line)	I '					
		Table I - Non-Der	ivative S	ecurities Aca	uired.	Dist	oosed of	or Ben	eficially	Owned				
1. Title of Security (Instr. 3)		2. Trai	Transaction ate lonth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.		4. Securities Disposed Of 5)	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock		02/3	24/2004		S		100	D	\$25.02	26,323	I	By trust for family member		
Common Stock		02/	24/2004		S		500	D	\$25.04	25,823	I	By trust for family member		
Common Stock		02/	24/2004		S		200	D	\$25.05	25,623	I	By trust for family member		
Common Stock		02/:	24/2004		S		100	D	\$25.06	25,523	I	By trust for family member		
Common Stock		02/:	24/2004		S		300	D	\$25.07	25,223	I	By trust for family member		
Common Stock		02/:	24/2004		S		100	D	\$25.15	25,123	I	By trust for family member		
Common Stock		02/:	24/2004		S		400	D	\$25.17	24,723	I	By trust for family member		
Common Stock		02/:	24/2004		S		100	D	\$25.18	24,623	I	By trust for family member		
Common Stock		02/:	24/2004		S		200	D	\$25.27	24,423	I	By trust for family member		
Common Stock		02/	24/2004		S		100	D	\$25.29	24,323	I	By trust for family member		

1. Title of Security (Instr. 3)	3)		Date	saction //Day/Year)	Exe if a	A. Deemed Execution Date, fany Month/Day/Year)	Code	Transaction Code (Instr.		ities Acquired (A) od Of (D) (Instr. 3, 4			Secur Benef Owne	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)		
							v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			(1113111.4)			
Common	ommon Stock			02/2	4/2004			S		600		D	\$25.3	2	23,723	I	By trust for family member	
Common	Stock		02/24/2		4/2004			S		200		D	\$25.31	2	23,523	I	By trust for family member	
Common	Stock			02/2	4/2004			S		1,600		D	\$25.32	2	21,923	I	By trust for family member	
Common	Stock			02/2	4/2004			S		300		D	\$25.33	2	21,623	I	By trust for family member	
Common	Stock			02/2	4/2004			S		500		D	\$25.34	2	21,123	I	By trust for family member	
Common	Stock			02/2	4/2004			S		100	100 D \$2		\$25.4	21,023		I	By trust for family member	
Common	on Stock 02/2		02/2	4/2004			S		100		D	\$25.44	2	20,923	I	By trust for family member		
		Та					ties Acqı warrants							wned				
1. Title of Derivative Conversion Date Security Or Exercise (Month/Day/Year) if any		3A. Deeme Execution	ed Date,	Date, Transaction Code (Instr.		on of E		6. Date Exercis Expiration Dat (Month/Day/Ye				7. Title and Amount of Securities Underlying Derivative Security (I and 4)		8. F Der Sec (Ins	rivative der curity Sec str. 5) Ber Ow Fol Rep Tra	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershi (Instr. 4)
					Code	,	(A) (D)	Date Exercisa		Expiration Date	Tialo	Amount or Number of Title Shares						

Explanation of Responses:

Remarks:

F. Quinn Stepan

02/25/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).