

**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</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 <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2004</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	02/24/2004		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

