FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-028								
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Check this box if no longer subject to	0
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(h)	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Estimated average burden hours per response: 0.5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				UI	Section	1 30(11) (n tile	investment C	ompany Act	01 1340						
	Address of R	Reporting Person*				lame an N CO		ker or Trading	Symbol			elationship o eck all applio Directo	able)	g Pers	on(s) to Issu	
(Last) 22 W. FRO		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008							X Officer (give title below) VP/GM S			Other (s below)	· I			
(Street) NORTHFI (City)	ELD IL		0093 Zip)	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	i. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tabl	e I - Non-l	Derivative	Sec	urities	Ac	quired, Di	sposed o	f, or Ber	neficiall	y Owned				
Date			. Transaction ate Month/Day/Ye	Execution Date,		Code (Inst	ansaction Disposed Of (D) (Instr. 3, ode (Instr. 5)			5. Amour Securitie Beneficia Owned F	s ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct II · Indirect E str. 4) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)						
		Ta						uired, Dis				Owned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)			3A. Deemed Execution D if any (Month/Day/	ate, Trans	4. Transaction Code (Instr.		tive ties ed sed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		ve es ally ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Employee Stock Option	\$32.17	02/12/2008		A		7,000		02/12/2010	02/11/2016	Common Stock	7,000	\$32.17	7,000	0	D	
Performance Shares	(1)	02/12/2008		A		3,500		(1)	(1)	Common Stock	3,500	\$0	3,500	0	D	

Explanation of Responses:

1. Each performance share represents a contingent right to receive 1 share of Stepan Company Common Stock. The performance shares vest upon Stepan Company achieving certain financial targets by December 31, 2010.

Remarks:

John V. Venegoni

02/14/2008

** 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.