SEC Form 4	
------------	--

П

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this how	if no longer subject to
	rm 4 or Form 5
obligations ma	y 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 APPR	ROVAL
OMB Number:	3235-0287
Estimated average bu	rden
hours ner response.	05

(Street) NORTHFIELD	IL	60093		Line)	Form filed by One Form filed by More	•	· .		
NORTHFIELD (City)	IL (State)	60093 (Zip)		x	2	•	· .		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group	0.			
STEPAN F Q (Last) 22 W. FRONTA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2009	X X	Director Officer (give title below) Chain	X man	10% Owner Other (specify below)		
1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>STEPAN CO</u> [SCL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date (Month/Day/Year)		Transaction Code (Instr.		Disposed Of			Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)			
07/31/2009		G		2,234	D	\$44.78	299,666.183	D				
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transac Code ( 8) Code	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Solution 2. Code (Instr. 2) 2. Code V Amount	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 8) Code (V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 3, 4 and 5) 2. Code V Amount (A) or (D) Price	2. Transaction Date (Month/Day/Year) $\begin{array}{c c c c c c c c c c c c c c c c c c c $	2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 4) Code (Instr. 4) Code V Amount (A) or Code V Amount (A) or (B) Code (Instr. 3, 4 and Code (Instr. 4) Price (Code (Instr. 3, 4 and Code (Instr. 3, 4 and Code (Instr. 4) Price (I) (Instr. 4) (I) (Instr. 4) (I) (Instr. 4) (I) (Instr. 4) (I) (Instr. 4) (I) (Instr. 4) (I) (Instr. 4)			

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. Transa Code ( 8)		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		xpiration Date Amount of Month/Day/Year) Securities			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				

Explanation of Responses:

#### Frank Quinn Stepan

\*\* Signature of Reporting Person

08/04/2009

Date

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

 $\ast$  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.