FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average b	urden						

0.5

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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*  VENEGONI JOHN V					2. Issuer Name and Ticker or Trading Symbol STEPAN CO [ SCL ]									ck all applica Director	tionship of Reporting all applicable) Director Officer (give title		10% Ov	vner
(Last) 22 W. FRC	(Firs	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/21/2006								X	below)			Other (specify below)  Ctants	
(Street) NORTHFI (City)	ELD IL		0093 Zip)	4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Inc Line)	Form fil	l or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting erson						
1 Title of So	ourity (Inctr		e I - Non-D	Oerivative Transaction	_	curities		uired, C	Disp					Owned	t of	6 04	nership	7. Nature of
Date				ear)   E	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			Securities Beneficia Owned Fe	Securities Beneficially Owned Following		: Direct r Indirect str. 4)	Indirect Beneficial Ownership (Instr. 4)			
								v	Amount	(A) or (D) Pr		Price	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock 02/21				02/21/200	/2006		J		35.396	i.396 A		(1)	7,780.2189			D		
		Т	able II - Dei (e.ç							sed of, onvertib				Owned				
Derivative Conversion Date Exe Security or Exercise (Month/Day/Year) if a		3A. Deemed Execution Date if any (Month/Day/Ye	n Date, Transactio Code (Inst		on of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	OI N	umber					
Management Incentive	(2)	02/21/2006		J		364.78		08/08/198	8	08/08/1988	Commo	<sup>1</sup> 3	64.78	(2)	11,573.	608	D	

## **Explanation of Responses:**

- 1. Distributed subject to vesting rights under shareholder approved employee stock ownership plan (ESOP).
- 2. Management Incentive Plan ("Plan"), (a 16b-3 plan) approved April 28, 1992, by shareholders to permit option of taking balances in cash or company stock upon termination, death or retirment pursuant to Plan provisions.

## Remarks:

John V. Venegoni

02/22/2006

\*\* 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.