#### STEPAN F QUINN Form 4

August 25, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> STEPAN F QUINN

(First) (Middle)

22 W. FRONTAGE ROAD

(Street) 4. ]

NORTHFIELD, IL 60093

2. Issuer Name **and** Ticker or Trading Symbol

STEPAN CO [SCL]

3. Date of Earliest Transaction

(Month/Day/Year) 08/21/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

\_X\_ Director \_X\_ 10% Owner
\_X\_ Officer (give title \_\_\_\_ Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

#### (City) (State) (Zip) 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)	unsaction(A) or Disposed of (D) de (Instr. 3, 4 and 5) str. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 2 and 4)	(I) (Instr. 4)	
Common Stools	09/21/2000		Code V	Amount	(D)	Price	(Instr. 3 and 4)	D	
Common Stock	08/21/2009		S	200	D	\$ 48.30	317,957.183	D	
Common Stock	08/21/2009		S	86	D	\$ 48.69	317,871.183	D	
Common Stock	08/21/2009		S	200	D	\$ 48.74	317,671.183	D	
Common Stock	08/21/2009		S	125	D	\$ 48.75	317,546.183	D	
Common Stock	08/21/2009		S	400	D	\$ 48.76	317,146.183	D	
Common Stock	08/21/2009		S	100	D	\$ 48.77	317,046.183	D	
Common Stock	08/21/2009		S	600	D	\$ 48.81	316,446.183	D	
Common Stock	08/21/2009		S	200	D	\$ 48.82	316,246.183	D	
Common Stock	08/21/2009		S	75	D	\$ 48.83	316,171.183	D	

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Common Stock	08/21/2009	S	300	D	\$ 48.93	315,871.183	D
Common Stock	08/21/2009	S	100	D	\$ 48.94	315,771.183	D
Common Stock	08/21/2009	S	200	D	\$ 48.95	315,571.183	D
CommonStock	08/21/2009	S	100	D	\$ 49.12	315,471.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.15	315,371.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.21	315,271.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.24	315,171.183	D
Common Stock	08/21/2009	S	200	D	\$ 49.27	314,971.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.275	314,871.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.3	314,771.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.31	314,671.183	D
CommonStock	08/21/2009	S	187	D	\$ 49.38	314,484.183	D
Common Stock	08/21/2009	S	87	D	\$ 49.39	314,397.183	D
Common Stock	08/21/2009	S	200	D	\$ 49.41	314,197.183	D
Common Stock	08/21/2009	S	13	D	\$ 49.42	314,184.183	D
Common Stock	08/21/2009	S	13	D	\$ 49.5	314,171.183	D
Common Stock	08/21/2009	S	495	D	\$ 49.55	313,676.183	D
Common Stock	08/21/2009	S	1,405	D	\$ 49.56	312,271.183	D
Common Stock	08/21/2009	S	500	D	\$ 49.57	311,771.183	D
Common Stock	08/21/2009	S	600	D	\$ 49.58	311,171.183	D
Common Stock	08/21/2009	S	2,184	D	\$ 49.62	308,987.183	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
Derivative				Securities	S	(Instr. 3 and 4)		Owne
Security				Acquired				Follo
				(A) or				Repo
				Disposed				Trans
				of (D)				(Instr
				(Instr. 3,				
	or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative	Conversion or Exercise any Code of Price of Derivative Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year)  Price of (Month/Day/Year) (Instr. 8) Derivative Security Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Underlying Price of Derivative Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Execution Date any Code of (Month/Day/Year) Underlying Security  Price of (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Security  Securities (Instr. 5)  Acquired (A) or Disposed of (D)

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4, and 5)

Date Expiration Title Number of Code V (A) (D)

Exercisable Date

Amount or Number of Shares

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STEPAN F QUINN							
22 W. FRONTAGE ROAD	X	X	Chairman				
NORTHFIELD, IL 60093							

# **Signatures**

Frank Quinn
Stepan

\*\*Signature of Reporting Person

O8/25/2009

Date

## **Explanation of Responses:**

- \* 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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