

WOOD ROBERT JOHN
Form 4
February 18, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD ROBERT JOHN

2. Issuer Name and Ticker or Trading Symbol
STEPAN CO [SCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
22 W. FRONTAGE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & General Manager

NORTHFIELD, IL 60093

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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 | 02/16/2010 | | M | | 2,000 | A | \$ 21.75 |
| Common Stock | 02/17/2010 | | M | | 3,500 ⁽¹⁾ | A | ⁽¹⁾ |
| Common Stock | 02/17/2010 | | A | | 3,500 ⁽¹⁾ | A | ⁽¹⁾ |
| Common Stock | 02/17/2010 | | F | | 2,151 ⁽¹⁾ | D | ⁽¹⁾ |
| Common Stock | 02/18/2010 | | J | | 17,8286 | A | ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----|-------------|---|--------|
| Common Stock | 02/18/2010 | J | 53.0745 | A | (3) | 14,252.1955 | D | |
| Common Stock | | | | | | 600 | I | Mother |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option | \$ 21.75 | 02/16/2010 | | M | | 2,000 | 05/09/2002 05/08/2010 | Common Stock |
| Performance Shares | (4) | 02/17/2010 | | M | | 3,500 | (4) (4) | Common Stock |
| Management Incentive Plan | (5) | 02/17/2010 | | J | | 283.451 | 08/08/1988 08/08/1988 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| WOOD ROBERT JOHN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093 | Director 10% Owner Officer Other V.P. & General Manager |

Signatures

Robert John Wood 02/18/2010

**Signature of Reporting Person 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).

Amount reported reflects vesting of 3,500 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also
(1) includes an additional 3,500 shares due to achievement of certain financial targets by December 31, 2009. Also, 2,151 shares were disposed of for taxes as allowed under the plan.

(2) Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2010, under the Employee Stock Ownership Plan (ESOP) established by Stepan Company.

(3) Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2010, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company.

(4) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2009.

Management Incentive Plan Amended and Restated as of January 1, 2005 ("Plan"), a 16b-3 Plan, is a nonqualified deferred compensation
(5) plan which allows Plan participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to Plan provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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