

Servatius Gregory
 Form 4
 February 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Servatius Gregory

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 WEST FRONTAGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP of Human Resources

(Street)
 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)
				(A) or (D)	Price		
Common Stock	02/17/2010		M	2,000 ⁽¹⁾	A <u>(1)</u>	14,096.66	D
Common Stock	02/17/2010		A	2,000 ⁽¹⁾	A <u>(1)</u>	16,096.66	D
Common Stock	02/17/2010		F	1,277 ⁽¹⁾	D <u>(1)</u>	14,819.66	D
Common Stock	02/18/2010		J	17.2521	A ⁽³⁾	14,836.9121	D
Common Stock	02/18/2010		J	49.5459	A ⁽⁴⁾	14,886.458	D

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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)

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	
Performance Shares	(2)	02/17/2010		M		2,000		(2)	(2)	Common Stock
Management Incentive Plan	(5)	02/17/2010		J		52.364		08/08/1988	08/08/1988	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Servatius Gregory 22 WEST FRONTAGE ROAD NORTHFIELD, IL 60093			VP of Human Resources	

Signatures

Greg Servatius 02/19/2010

**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 2,000 performance shares on Table II. Upon vesting, total shares delivered to reporting person also
- (1) includes an additional 2,000 shares due to achievement of certain financial targets by December 31, 2009. Also, 1,277 shares were disposed of for taxes as allowed under the plan.
 - (2) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2009.
 - (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 (ESOP) established by Stepan Company.
 - (4)

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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.

- (5) Management Incentive Plan Amended and Restated as of January 1, 2005 ("Plan"), a 16b-3 Plan, is a nonqualified deferred compensation 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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