

STEPAN F QUINN
Form 4
May 11, 2010

FORM 4

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

OMB APPROVAL

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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).

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 *
STEPAN F QUINN

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

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2009

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/05/2009 | | J | | 220 | D | (1) 285,761.183 |
| Common Stock | 06/05/2009 | | J | | 2,060 | D | (2) 283,701.183 |
| Common Stock | 04/12/2010 | | J | | 244 | D | (3) 283,457.183 |
| Common Stock | 04/12/2010 | | J | | 2,266 | D | (4) 281,191.183 |
| Common Stock | 05/07/2010 | | J | | 175.132 | A | (5) 281,366.315 |

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| | | | |
|--------------|---------|---|-------------------------------------|
| Common Stock | 114,691 | I | Stepan Venture II Partnership |
| Common Stock | 143,063 | I | By spouse |
| Common Stock | 438,846 | I | By spouse as custodian for children |
| Common Stock | 62,519 | I | By self as custodian for children |
| Common Stock | 48,774 | I | By family trust |

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

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 control number.

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

Frank Quinn
Stepan

05/11/2010

__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).

(1) Number of shares disposed of from the reporting person's account on June 5, 2009, to comply with minimum required distribution rules under the Employee Stock Ownership Plan (ESOP) established by Stepan Company. This transaction was not previously reported due to an administrative error which has been corrected.

(2) Number of shares disposed of from the reporting person's account on June 5, 2009, to comply with minimum required distribution rules under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. This transaction was not previously reported due to an administrative error which has been corrected.

(3) Number of shares disposed of from the reporting person's account on April 12, 2010, to comply with minimum required distribution rules under the ESOP established by Stepan Company. This transaction was not previously reported due to an administrative error which has been corrected.

(4) Number of shares disposed of from the reporting person's account on April 12, 2010, to comply with minimum required distribution rules under the ESOP II established by Stepan Company. This transaction was not previously reported due to an administrative error which has been corrected.

(5) Number of common stock shares acquired with ESOP II Company contribution to reporting person's account on May 7, 2010, under the ESOP II established by Stepan Company.

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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