

STEPAN F QUINN JR  
Form 4  
December 17, 2010

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
STEPAN F QUINN JR

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2010

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

President & CEO

22 W. FRONTAGE RD.

(Street)

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

NORTHFIELD, IL 60093

(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 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                    | 12/15/2010                           |  | A                              | V   | 72.809<br>(1)<br>\$ 74.73   | D  |   |
| Common Stock                    | 12/16/2010                           |  | G                              | V   | 347 \$ 0  | D  |   |
| Common Stock                    | 12/16/2010                           |  | G                              | V   | 347 \$ 0  | D  |   |
| Common Stock                    | 12/16/2010                           |  | G                              | V   | 347 \$ 0  | I  | By Spouse   |
| Common Stock                    | 12/16/2010                           |  | G                              | V   | 347 \$ 0  | I  | By Spouse   |

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|              |            |  |     |       |        |         |  |                  |  |
|--------------|------------|--|-----|-------|--------|---------|--|------------------|--|
| Common Stock |            |  |     |       |        | 55,712  |  | D <sup>(2)</sup> |  |
| Common Stock | 12/16/2010 |  | G V | 1,041 | A \$ 0 | 37,488  |  | I                | By Self as Custodian for Children              |
| Common Stock | 12/16/2010 |  | G V | 694   | A \$ 0 | 16,486  |  | I                | By Children                                    |
| Common Stock |            |  |     |       |        | 21,312  |  | I                | By Family Trust <sup>(3)</sup>                 |
| Common Stock |            |  |     |       |        | 30,257  |  | I                | By Family LLC <sup>(3)</sup>                   |
| Common Stock |            |  |     |       |        | 1,200   |  | I                | By Spouse as Custodian for Children            |
| Common Stock |            |  |     |       |        | 370,190 |  | I                | Member of the Plan Committee of Stepan Company |

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 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 Beneficially (Instr. 3, 4, and 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 JR<br>22 W. FRONTAGE RD.<br>NORTHFIELD, IL 60093 | X             |           | President & CEO |       |

## Signatures

F. Quinn Stepan,  
Jr. 12/17/2010

\_\_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) Reflects acquisition of deferred share units under the Performance Award Deferred Compensation Plan ("Plan") pursuant to a dividend equivalent feature of the Plan.
- (2) Joint Tenancy with Spouse
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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.