STEPAN F QUINN JR

Form 4/A

November 26, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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			
(I (Middle)		(Middle)	. ,	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
22 WEST FRONTAGE RD.		D.	(Month/Day/Year) 10/30/2008	X Director 10% Owner X Officer (give title Other (specify below) President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NORTHFIELD, IL 60093			Filed(Month/Day/Year) 11/03/2008	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 Acc	quired, Disposed of, or Beneficially Owned			

		Table 1- Non-Delivative Securities Acquired, Disposed of, or Delicitarity Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect
(Instr. 3)	•	any	Code	e (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
		•	,				Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	`		
Common Stock	10/30/2008		G	10,000	D	\$0	65,058.6489	D	
Common Stock	10/30/2008		G	10,000	A	\$0	10,000 (1)	I	By Family Trust

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

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SEC 1474

(9-02)

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration	Title N	umber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
STEPAN F QUINN JR 22 WEST FRONTAGE RD. NORTHFIELD, IL 60093	X		President & CEO					

Signatures

F. Quinn Stepan, 11/26/2008 Jr. **Signature of Date Reporting Person

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).
- The Form 4 originally filed by the Reporting Person in connection with this transaction incorrectly reported the Amount of Securities Benficially Owned Following the Reported Transaction(s) for the family trust. The correct amount is 10,000 shares.

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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