

STEPAN F QUINN
Form 4
August 25, 2009

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2009

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

22 W. FRONTAGE ROAD

(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 (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		
				Code	V	Amount	
Common Stock	08/21/2009		S	D	\$ 48.56	317,957.183	D
Common Stock	08/21/2009		S	D	\$ 48.69	317,871.183	D
Common Stock	08/21/2009		S	D	\$ 48.74	317,671.183	D
Common Stock	08/21/2009		S	D	\$ 48.75	317,546.183	D
Common Stock	08/21/2009		S	D	\$ 48.76	317,146.183	D
Common Stock	08/21/2009		S	D	\$ 48.77	317,046.183	D
Common Stock	08/21/2009		S	D	\$ 48.81	316,446.183	D
Common Stock	08/21/2009		S	D	\$ 48.82	316,246.183	D
Common Stock	08/21/2009		S	D	\$ 48.83	316,171.183	D

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Common Stock	08/21/2009	S	300	D	\$ 48.93	315,871.183	D
Common Stock	08/21/2009	S	100	D	\$ 48.94	315,771.183	D
Common Stock	08/21/2009	S	200	D	\$ 48.95	315,571.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.12	315,471.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.15	315,371.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.21	315,271.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.24	315,171.183	D
Common Stock	08/21/2009	S	200	D	\$ 49.27	314,971.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.275	314,871.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.3	314,771.183	D
Common Stock	08/21/2009	S	100	D	\$ 49.31	314,671.183	D
Common Stock	08/21/2009	S	187	D	\$ 49.38	314,484.183	D
Common Stock	08/21/2009	S	87	D	\$ 49.39	314,397.183	D
Common Stock	08/21/2009	S	200	D	\$ 49.41	314,197.183	D
Common Stock	08/21/2009	S	13	D	\$ 49.42	314,184.183	D
Common Stock	08/21/2009	S	13	D	\$ 49.5	314,171.183	D
Common Stock	08/21/2009	S	495	D	\$ 49.55	313,676.183	D
Common Stock	08/21/2009	S	1,405	D	\$ 49.56	312,271.183	D
Common Stock	08/21/2009	S	500	D	\$ 49.57	311,771.183	D
Common Stock	08/21/2009	S	600	D	\$ 49.58	311,171.183	D
Common Stock	08/21/2009	S	2,184	D	\$ 49.62	308,987.183	D

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,	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

								Amount or Number of Shares
					Date Exercisable	Expiration Date	Title	
Code	V	(A)	(D)					

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

08/25/2009

**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).

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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