

STEPAN CO
Form 4
September 02, 2008

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 *
STEPAN CO

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)

STEPAN COMPANY, 22 W. FRONTAGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2008

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

Vice President R&D

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/14/2008 | | P(1) | | 68.874 A \$ 37.45 | 12,089.624 | D |
| Common Stock | 06/13/2008 | | P(1) | | 60.887 A \$ 42.6 | 12,150.511 | D |
| Common Stock | 08/28/2008 | | M | | 1,000 A \$ 25.385 | 13,150.511 | D |
| Common Stock | 08/28/2008 | | S | | 1,000 D \$ 59 | 12,150.511 | D |
| Common Stock | 09/02/2008 | | M | | 1,000 A \$ 25.385 | 13,150.511 | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|------------|---|
| Common Stock | 09/02/2008 | S | 300 | D | \$ 59.46 | 12,850.511 | D |
| Common Stock | 09/02/2008 | S | 100 | D | \$ 59.5 | 12,750.511 | D |
| Common Stock | 09/02/2008 | S | 100 | D | \$ 59.53 | 12,650.511 | D |
| Common Stock | 09/02/2008 | S | 100 | D | \$ 59.57 | 12,550.511 | D |
| Common Stock | 09/02/2008 | S ⁽²⁾ | 400 | D | \$ 59.58 | 12,150.511 | D |

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.

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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 25.385 | 08/28/2008 | | M | 1,000 | 12/22/2004 04/28/2013 | Common Stock | 1,000 | |
| Employee Stock Option (Right to Buy) | \$ 25.385 | 09/02/2008 | | M | 1,000 | 12/22/2004 04/28/2013 | Common Stock | 1,000 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

STEPAN CO
STEPAN COMPANY
22 W. FRONTAGE ROAD
NORTHFIELD, IL 60093

Vice President R&D

Signatures

Frank Pacholec 09/02/2008

__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).
- (1) Reflects acquisition through dividend reinvestment.

The reporting person's sale of SCL common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 129.761 shares, with the reporting person's purchase of 129.761 shares reported herein. The reporting person has paid to SCL \$2,558.04, representing the full amount of the profit realized in connection with the short-swing transaction.

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.