

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)

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

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

22 W. FRONTAGE ROAD

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

(Street)

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)
			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.

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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)
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## 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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