

VENEGONI JOHN V  
Form 4  
February 20, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
VENEGONI JOHN V

(Last) (First) (Middle)  
22 W. FRONTAGE ROAD  
(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STEPAN CO [SCL]

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP/GM Surfactants

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	(A) or (D)	Price
Common Stock	02/18/2009		J		22.7004	A	(1) 6,284.4131
Common Stock	02/18/2009		J		69.8902	A	(2) 6,354.3033
Common Stock	02/18/2009		M		3,500 (5)	A	(5) 9,854.3033
Common Stock	02/18/2009		A		2,450 (5)	A	(5) 12,304.3033
Common Stock	02/18/2009		F		1,880 (5)	D	(5) 10,424.3033



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- (4) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2008.

Amount reported reflects vesting of 3,500 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also

- (5) includes an additional 2,450 shares due to achievement of certain financial targets by December 31, 2008. Also, 1,880 shares were disposed of for taxes as allowed under the plan.

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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