

STEPAN F QUINN JR  
Form 4  
February 22, 2011

**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 F QUINN JR

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)  
22 W. FRONTAGE RD.

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
NORTHFIELD, IL 60093

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Share Units <u>(1)</u>	<u>(2)</u>	03/15/2010	A	184.66		<u>(3)</u>	<u>(3)</u>	Common Stock	184.66
Share Units <u>(1)</u>	<u>(2)</u>	06/15/2010	A	141.338		<u>(3)</u>	<u>(3)</u>	Common Stock	141.338
Share Units <u>(1)</u>	<u>(2)</u>	09/15/2010	A	166.553		<u>(3)</u>	<u>(3)</u>	Common Stock	166.553
Share Units <u>(1)</u>	<u>(2)</u>	12/15/2010	A	143.056		<u>(3)</u>	<u>(3)</u>	Common Stock	143.056
Share Units <u>(1)</u>	<u>(2)</u>	02/17/2011	A	1,921.821		<u>(5)</u>	<u>(5)</u>	Common Stock	1,921.821

## Reporting Owners

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

## Signatures

Kathleen O. Sherlock,  
Attorney-in-fact

02/22/2011

    \*\*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).

- Share Units are acquired under the Management Incentive Plan Amended and Restated as of January 1, 2010 ("Plan"), a nonqualified
- (1) deferred compensation plan which allows Plan participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to Plan provisions.
  - (2) Share Units convert on a one-for-one basis into Common Stock.
  - (3) Reflects acquisition of Share Units pursuant to a dividend equivalent feature of the Plan, generally payable at end of employment, unless otherwise elected.
  - (4) Price reported is the price of Common Stock on the date the dividend equivalents are payable pursuant to a dividend equivalent feature of the Plan.
  - (5) Reflects acquisition of Share Units under the Plan, generally payable at end of employment, unless otherwise elected.
  - (6) Price reported is the price of Common Stock on the date the Share Units are credited to the participant's account pursuant to Plan provisions.

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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