

STEPAN CO  
Form 8-K  
February 21, 2006

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) February 14, 2006

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## STEPAN COMPANY

(Exact Name of Registrant as Specified in its Charter)

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Delaware

(State or Other Jurisdiction of Incorporation)

1-4462  
(Commission File Number)

36-1823834  
(I.R.S. Employer Identification No.)

Edens and Winnetka Road,

Northfield, Illinois  
(Address of Principal Executive Offices)

60093  
(Zip Code)

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**Registrant's telephone number, including area code: (847) 446-7500**

**Former name or former address, if changed since last report: Not Applicable**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 14, 2006, the Compensation and Development Committee ( Committee ) of the Board of Directors of Stepan Company ( Stepan ), composed entirely of independent directors, awarded Stock Awards to Participants in accordance with the provisions of the Stepan Company 2000 Stock Option Plan (the Plan ). The Plan was previously approved by stockholders at the Stepan 2000 Annual Meeting of Stockholders.

Any Stock Award awarded pursuant to the Plan will be evidenced by a restricted stock agreement in the form attached as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Restricted Stock Agreement under Stepan Company 2000 Stock Option Plan

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEPAN COMPANY

By: /s/ Kathleen M. Owens

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Kathleen M. Owens

Assistant Secretary

Date: February 21, 2006

EXHIBIT INDEX

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