STEPAN CO Form 4 February 16, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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(b).

1. Name and Address of Reporting Person \* POTTER ROBERT G

(First) (Middle) (Last)

22 W. FRONTAGE ROAD

(Street)

NORTHFIELD, IL 60093

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

STEPAN CO [SCL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Beneficially

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

2. Transaction Date 2A. Deemed

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

5. Amount of 6. Ownership 7. Nature of Securities

Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

number.

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4 Transactionof Code Derivative (Instr. 8) Securities

5. Number 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

#### Edgar Filing: STEPAN CO - Form 4

Derivative Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amoun Exercisable Date or Numbe of Shares Directors 571 Common \$ 26.25 02/14/2006 571

Deferred 08/08/1988 08/08/1988 (1) Compensation Stock

Plan

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other POTTER ROBERT G 22 W. FRONTAGE ROAD X NORTHFIELD, IL 60093

#### **Signatures**

Kathleen M. Owens, by Power of Attorney for Robert G. 02/16/2006 Potter

> \*\*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).

On February 14, 2006, 571 shares were added to the Directors Deferred Compensation Plan account as per the provisions in the First (1) Amendment to the Stepan Company Directors Deferred Compensation Plan. The 571 shares shall be paid to the director upon termination of service on the Board of Directors and shall be paid only in shares of Stepan Company Common Stock.

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.

Reporting Owners 2