STEPAN CO Form 4 February 11, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LAWTON GREGORY E

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

STEPAN CO [SCL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2009

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

(Check all applicable)

below)

22 W. FRONTAGE ROAD

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

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

NORTHFIELD, IL 60093

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported

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

Code V Amount (D) Price

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		

### 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 Deferred 677 Common 08/08/1988 08/08/1988 \$ 36.92 02/10/2009 677

(1)

Stock

**Reporting Owners** 

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWTON GREGORY E 22 W. FRONTAGE ROAD X NORTHFIELD, IL 60093

## **Signatures**

Compensation

Plan

Kathleen O. Sherlock, By Power of Attorney for Gregory E. 02/11/2009 Lawton

> \*\*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 10, 2009, 677 shares were added to the Directors Deferred Compensation Plan account as per the provisions in the Stepan Company Directors Deferred Compensation Plan Amended and Restated as of January 1, 2005. The 677 shares shall be **(1)** 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.

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