

STEPAN CO  
Form 4  
August 18, 2008

**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 \*  
**ZOGLIO ANTHONY J**

(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)  
**08/14/2008**

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)  
**Vice President - Supply Chain**

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)
				(A) or (D)	Price		
Common Stock	08/14/2008		M	A	\$ 26.25	13,418.1766	D
Common Stock	08/14/2008		S	D	\$ 59.26	9,609.1766	D
Common Stock	08/14/2008		M	A	\$ 24.94	23,382.1766	D
Common Stock	08/14/2008		S	D	\$ 60.23	23,282.1766	D
Common Stock	08/14/2008		S	D	\$ 60.22	22,882.1766	D

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Common Stock	08/14/2008	S	100	D	\$ 60.21	22,782.1766	D
Common Stock	08/14/2008	S	100	D	\$ 60.16	22,682.1766	D
Common Stock	08/14/2008	S	200	D	\$ 60.14	22,482.1766	D
Common Stock	08/14/2008	S	11,873	D	\$ 60.1	10,609.1766	D
Common Stock	08/14/2008	S	900	D	\$ 60.13	9,709.1766	D
Common Stock	08/14/2008	S	100	D	\$ 60.11	9,609.1766	D

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 26.25	08/14/2008		M	3,809	02/14/2008	02/13/2016	Common Stock	3,809
Employee Stock Option	\$ 24.94	08/14/2008		M	13,773	12/22/2004	02/09/2014	Common Stock	13,773

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZOGLIO ANTHONY J	Vice President - Supply Chain

22 W. FRONTAGE ROAD  
NORTHFIELD, IL 60093

## Signatures

Anthony J.  
Zoglio

08/18/2008

  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).

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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