

STEPAN CO
Form 4
August 18, 2008

FORM 4

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

OMB APPROVAL

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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	\$ 3,809 26.25	D	13,418.1766
Common Stock	08/14/2008		S	D	\$ 3,809 59.26	D	9,609.1766
Common Stock	08/14/2008		M	A	\$ 13,773 24.94	D	23,382.1766
Common Stock	08/14/2008		S	D	\$ 100 60.23	D	23,282.1766
Common Stock	08/14/2008		S	D	\$ 400 60.22	D	22,882.1766

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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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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
ZOGLIO ANTHONY J	Director 10% Owner Officer Other 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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