Wynn H Edward Form 4 February 18, 2010

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

OMB Number: 3235-0287 January 31,

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...
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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wynn H Edward Issuer Symbol STEPAN CO [SCL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 22 W. FRONTAGE ROAD 02/17/2010 below) VP, Gen'l Counsel & Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NORTHFIELD, IL 60093 Person

(City)	(State) (Z	(Zip) 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	tion(s)		
Common Stock	02/17/2010		M	2,000 (1)	A	(1)	3,970.422	D		
Common Stock	02/17/2010		A	2,000 (1)	A	(1)	5,970.422	D		
Common Stock	02/17/2010		F	1,273 (1)	D	<u>(1)</u>	4,697.422	D		
Common Stock	02/18/2010		J	2.2724	A	<u>(3)</u>	4,699.6944	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 ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title ON O
Performance Shares	(2)	02/17/2010		M		2,000	<u>(2)</u>	<u>(2)</u>	Common Stock
Management Incentive Plan	<u>(4)</u>	02/17/2010		J	86.353		08/08/1988	08/08/1988	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wynn H Edward 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

VP, Gen'l Counsel & Secretary

Signatures

H. Edward Wynn 02/18/2010

**Signature of Date
Reporting Person

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).
- Amount reported reflects vesting of 2,000 performance shares on Table II. Upon vesting, total shares delivered to reporting person also includes an additional 2,000 shares due to achievement of certain financial targets by December 31, 2009. Also, 1,273 shares were disposed of for taxes as allowed under the plan.
- (2) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2009.
- (3) Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2010, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company.

(4)

Reporting Owners 2

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Management Incentive Plan Amended and Restated as of January 1, 2005 ("Plan"), a 16b-3 Plan, is a nonqualified deferred compensation Plan which allows plan participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to Plan provisions.

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.