#### VENEGONI JOHN V

Form 4

February 20, 2009

## FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VENEGONI JOHN V			2. Issuer Name and Ticker or Trading Symbol STEPAN CO [SCL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Cheek an applicable)		
			(Month/Day/Year)	Director 10% Owner		
22 W. FRONTAGE ROAD			02/18/2009	X Officer (give title Other (specify below)		
				VP/GM Surfactants		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NORTHFIEL	LD, IL 60093	3		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3.		4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/18/2009		J	22.7004	A	(1)	6,284.4131	D	
Common Stock	02/18/2009		J	69.8902	A	<u>(2)</u>	6,354.3033	D	
Common Stock	02/18/2009		M	3,500 (5)	A	<u>(5)</u>	9,854.3033	D	
Common Stock	02/18/2009		A	2,450 (5)	A	<u>(5)</u>	12,304.3033	D	
Common Stock	02/18/2009		F	1,880 (5)	D	<u>(5)</u>	10,424.3033	D	

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(e.g., puts, calls, warrants, options, convertible securities)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** 

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities A (A) or Disp (D) (Instr. 3, 4,	Acquired osed of	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Management Incentive Plan	(3)	02/18/2009		J	252.098		08/08/1988	08/08/1988	Common Stock
Performance Shares	<u>(4)</u>	02/18/2009		M		3,500	<u>(4)</u>	<u>(4)</u>	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Kebul ulig Owner Maine / Address	

Director 10% Owner Officer Other

VENEGONI JOHN V 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

VP/GM Surfactants

## **Signatures**

John V. Venegoni 02/20/2009

\*\*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).
- Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2009, under the Employee Stock Ownership Plan (ESOP) established by Stepan Company.
- (2) Number of common stock shares acquired with dividend purchase to reporting person's account on February 18, 2009, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company.
- Management Incentive Plan Amended and Restated as of January 1, 2005 ("Plan"), a 16b-3 Plan, is a nonqualified deferred compensation (3) plan which allows Plan participants to elect to defer all or a portion of their deferred compensation into accounts pursuant to Plan provisions.

Reporting Owners 2

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- (4) The performance shares vested upon Stepan Company achieving certain financial targets by December 31, 2008.
- Amount reported reflects vesting of 3,500 performance shares on Table II. Upon vesting, total shares delivered to Reporting Person also includes an additional 2,450 shares due to achievement of certain financial targets by December 31, 2008. Also, 1,880 shares were disposed of for taxes as allowed under the plan.

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.