#### **HURLBUTT JAMES E**

Form 4

February 24, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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 A	Person *	Symbol	r Name <b>and</b> N CO [SO	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	Middle)	3. Date of Earliest Transaction						
22 W. FRONTAGE ROAD			(Month/D 02/22/2	•		Director 10% Owner _X_ Officer (give title Other (specify below)  V.P. & Chief Financial Officer			
(Street)			4. If Ame	ndment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
NORTHFIE		Filed(Mor	nth/Day/Year	·)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned	
1.Title of	2. Transaction Dat	e 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution	n Date, if	Transactio	on(A) or Disposed of	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(D)	Beneficially	Form: Direct	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership	

Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Member of Plan Common

02/22/2010 J 45,376 D 370,190 I Committee <u>(1)</u> Stock of Stepan Company

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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**HURLBUTT JAMES E** 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093

V.P. & Chief Financial Officer

### **Signatures**

James E. 02/24/2010 Hurlbutt

\*\*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).

On February 22, 2010, 45,376 shares of Stepan Company Common Stock were sold from the Stepan Company Pension Plan to the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. The reporting person is a member of the Plan Committee of Stepan Company which has oversight responsibility over investments of funds for employee benefit programs.

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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