STEPAN F QUINN Form 4

November 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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 STEPAN F QUINN Issuer Symbol STEPAN CO [SCL] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director _X__ 10% Owner X_ Officer (give title _ Other (specify 22 W. FRONTAGE ROAD 11/01/2010 below) Chairman (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

Person

NORTHFIELD, IL 60093

(City)	(State)	(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. 4. Securities Transaction(A) or Disper Code (Instr. 3, 4 a) (Instr. 8)			d of (D) 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/01/2010		Code V M	Amount 3,989	(D)	Price \$ 23.675	289,970.183	D		
Common Stock	11/01/2010		S	3,989	D	\$ 68.16 (1)	285,981.183	D		
Common Stock	11/01/2010		M	5,782	A	\$ 24.94	291,763.183	D		
Common Stock	11/01/2010		S	5,782	D	\$ 68.34 (2)	285,981.183	D		
Common Stock							114,691	I	Stepan Venture II Partnership	

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Common Stock	143,063	I	By spouse		
Common Stock	438,846	I	By spouse as custodian for children		
Common Stock	62,519	I	By self as custodian for children		
Common Stock	48,774	I	By family trust		
Deminder Deport on a concrete line for each class of securities beneficially expend directly or indirectly					

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

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SEC 1474

(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 (Right to Buy)	\$ 23.675	11/01/2010		M	3,989	02/11/2004	02/10/2012	Common Stock	3,989
Employee Stock Option (Right to Buy)	\$ 24.94	11/01/2010		M	5,782	12/22/2004	02/09/2014	Common Stock	5,782

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

STEPAN F QUINN 22 W FRONTAGE R

22 W. FRONTAGE ROAD X X Chairman NORTHFIELD, IL 60093

O! ---- - !- --- -

Signatures

Frank Quinn Stepan 11/03/2010

**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).
- This transaction was executed in multiple trades at prices ranging from \$68.05 to \$68.27. The price reported reflects the weighted average (1) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$68.17 to \$69.09. The price reported reflects the weighted average (2) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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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