

STEPAN CO

Form 4

January 25, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Servatius Gregory

(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)
08/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice Pres., Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2007		J	2,433.4917	A <u>(1)</u> 8,797.6677	D	
Common Stock	08/01/2006		J	933,925	A <u>(2)</u> 933,925	I	Member of Plan Committee of Stepan Company
Common Stock	01/23/2007		J	518,359	D <u>(3)</u> 415,566	I	Member of Plan Committee of Stepan Company

Edgar Filing: STEPAN CO - Form 4

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
(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 Underlying Security (Instr. 3 and 4)	8. Amount Owned (Instr. 3 and 4)
5-1/2% Convertible Preferred Stock	(4)	01/23/2007		J	577.0414	08/08/1988 08/08/1988	Common Stock	65

Reporting Owners

Reporting Owner Name / Address	Relationships
Servatius Gregory 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	Director 10% Owner Officer Vice Pres., Human Resources

Signatures

Gregory
Servatius 01/25/2007

__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).
- Number of common stock shares allocated to reporting person's account on January 23, 2007, under the Employee Stock Ownership Plan
- (1) II (ESOP II) established by Stepan Company. A total of 407,920 unallocated common stock shares was transferred to the ESOP II from the Stepan Company Profit Sharing Plan on December 27, 2006.
 - (2) Elected by the Stepan Company Board of Directors on August 1, 2006, to be a member of Plan Committee of Stepan Company, which has oversight responsibility over investments of funds of employee benefit programs.
 - (3) Member of Plan Committee of Stepan Company, which has oversight responsibility over investments of funds of employee benefit programs. Amount represents number of Stepan Company stock shares transferred from the Stepan Company Profit Sharing Plan to the Employee Stock Ownership Plan II (ESOP II) on December 27, 2006.

Edgar Filing: STEPAN CO - Form 4

- (4) Number of preferred stock shares allocated to reporting person's account on January 23, 2007, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company. A total of 96,728 unallocated preferred stock shares was transferred to the ESOP II from the Stepan Company Profit Sharing Plan on December 27, 2006. The preferred stock conversion rate is 1.14175 shares of common stock for each share of preferred stock.

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.