

WOOD ROBERT JOHN  
Form 4  
February 16, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOOD ROBERT JOHN**

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)  
**22 W. FRONTAGE ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**V.P. & General Manager**

(Street)  
**NORTHFIELD, IL 60093**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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. 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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/14/2011		M		3,500 <u>(1)</u>	A	<u>(1)</u> 15,842.6894	D
Common Stock	02/14/2011		A		3,500 <u>(1)</u>	A	<u>(1)</u> 19,342.6894	D
Common Stock	02/14/2011		F		2,202 <u>(1)</u>	D	<u>(1)</u> 17,140.6894	D
Common Stock	02/15/2011		J		17.3272	A	<u>(3)</u> 17,158.0166	D
Common Stock	02/15/2011		J		51.5352	A	<u>(4)</u> 17,209.5518	D

Common Stock 550 I Mother

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

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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 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)	8. Amount or Number of Shares
Performance Shares	(2)	02/14/2011		M	3,500	(2) (2)	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
WOOD ROBERT JOHN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	Director 10% Owner Officer V.P. & General Manager Other

## Signatures

Kathleen O. Sherlock, Attorney-in-fact 02/16/2011

\*\*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).
- Amount reported reflects vesting of 3,500 performance shares on Table II. Upon vesting, total shares delivered to reporting person also
- (1) includes an additional 3,500 shares due to achievement of certain financial targets by December 31, 2010. Also, 2,202 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, 2010.

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- (3) Number of common stock shares acquired with dividend purchase to reporting person's account on February 15, 2011, under the Employee Stock Ownership Plan (ESOP) established by Stepan Company.
- (4) Number of common stock shares acquired with dividend purchase to reporting person's account on February 15, 2011, under the Employee Stock Ownership Plan II (ESOP II) established by Stepan Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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