

VENEGONI JOHN V
Form 4
June 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
VENEGONI JOHN V

(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)
06/01/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP/GM Surfactants

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/01/2009		M		1,293 (1) A \$ 21.75	D	16,376.7885
Common Stock	06/01/2009		S		1,293 (1) D \$ 42.99	D	15,083.7885
Common Stock	06/01/2009		M		2,000 (1) A \$ 23.675	D	17,083.7885
Common Stock	06/01/2009		S		2,000 (1) D \$ 44.99	D	15,083.7885
Common Stock	06/02/2009		M		800 (1) A \$ 23.675	D	15,883.7885

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Common Stock 06/02/2009 S 800 ⁽¹⁾ D \$ 45.99 15,083.7885 D

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Employee Stock Option	\$ 21.75	06/01/2009		M	1,293 ⁽¹⁾		05/09/2002	05/08/2010	Common Stock	1,293
Employee Stock Option	\$ 23.675	06/01/2009		M	2,000 ⁽¹⁾		02/11/2004	02/10/2012	Common Stock	2,000
Employee Stock Option	\$ 23.675	06/02/2009		M	800 ⁽¹⁾		02/11/2004	02/10/2012	Common Stock	800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

VP/GM Surfactants

Signatures

John V. Venegoni 06/03/2009

**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).
- (1) Transaction completed pursuant to a 10b5-1 trading plan.

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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