POTTER ROBERT G

Form 4

February 14, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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OMB APPROVAL

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

obligations

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * POTTER ROBERT G

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle) 3. Date of Earliest Transaction

STEPAN CO [SCL]

X Director

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

22 W. FRONTAGE ROAD

02/12/2008

Filed(Month/Day/Year)

(Month/Day/Year)

Officer (give title below)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A)

or

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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.

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. Number | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|---------------|------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactionof | | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | |

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Derivative
Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3, 4,
and 5)

Code V (A) (D) Date Expiration Title
Exercisable Date

Directors

Deferred S 32.17 02/12/2008 J 466 08/08/1988 08/08/1988 Common Stock 466

Amoun

or Numbe of Shares

Plan

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

POTTER ROBERT G 22 W. FRONTAGE ROAD X NORTHFIELD, IL 60093

Signatures

Kathleen M. Owens, by Power of Attorney for Robert G.
Potter

02/14/2008

**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).
- On February 12, 2008, 466 shares were added to the Directors Deferred Compensation Plan account as per the provisions in the Stepan Company Directors Deferred Compensation Plan Amended and Restated as of January 1, 2005. The 466 shares shall be paid to the director upon termination of service on the Board of Directors and shall be paid only in shares of Stepan Company Common 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.

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