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STEPAN C	0									
Form 4										
April 03, 20)08									
FORM			DOU			CHANGE			PPROVAL	
. •	•••• UNITED	STATES S					COMMISSIO	OND	3235-0287	
Check t	his box		wa	shington	, D.C. 20	1549		Number:	January 31,	
if no lor	nger	IENT OF	СПЛУ	ICES IN	BENEL		WNERSHIP OF	Expires:	2005	
subject	10		UIAN	SECUI		ICIAL O	Estimated	Estimated average		
Section Form 4				SECUI				burden hou response	•	
Form 5		rsuant to Se	ection 1	6(a) of the	ne Securi	ties Excha	nge Act of 1934,	•	. 0.5	
obligati	ons Section 17(of 1935 or Secti			
may con See Inst		30(h) of	f the Ir	vestment	t Compa	ny Act of 1	940			
1(b).										
(Print or Type	Responses)									
1 Name and	Address of Reporting	Derson *	0.1	N	1	T 1'	5 Palationshin	of Penarting Per	con(s) to	
	ANTHONY J		2. Issue Symbol	r Name an	a licker of	r Trading	5. Relationship of Reporting Person(s) to Issuer			
2002101			•	N CO [S	CUI					
				-	-		(Check all applicable)			
(Last)	(First) (, -		f Earliest T	ransaction		Director	100	% Owner	
				Ionth/Day/Year) Director /01/2008X_ Officer (ve title Oth	ner (specify	
		Ŭ	, , , , , , , , , ,				below) Vice Pre	below)	Chain	
							Vice President - Supply Chain			
				f Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
Filed(Mo				ntn/Day/1ea	1)		**	_X_ Form filed by One Reporting Person		
NORTHFI	ELD, IL 60093							More than One R	eporting	
		(7 :)					Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution D	ate, if	Transactio Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect	
(Instr. 3)		any (Month/Day/	/Year)		-		Owned	(I) or maneet	Ownership	
		```	,	~ /	· · · ·	,	Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D) Price	(			
Reminder: Re	port on a separate line	e for each clas	s of secu	urities bene	ficially ow	ned directly	or indirectly.			
					-	-	spond to the colle	ection of	SEC 1474	
					inform	nation cont	ained in this forn	n are not	(9-02)	

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.

 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 of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Dispo	uired (A) or posed of (D) tr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Management Incentive Plan	<u>(1)</u>	04/01/2008		J			4,049.409	08/08/1988	08/08/1988	Common Stock	4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other				
ZOGLIO ANTHONY J 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093			Vice President - Supply Chain					
Signatures								
Kathleen O. Sherlock, Attorne Zoglio	J. 04/03/2008							
**Signature of Repo	rting 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) On April 1, 2008, an intra-plan transfer of 4,049.409 shares was made in the Stepan Company Management Incentive Plan, a 16b-3 plan approved by shareholders ("Plan"), pursuant to provisions of the Plan.

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.