

Edgar Filing: STEPAN CO - Form SC 13G/A

STEPAN CO
Form SC 13G/A
February 12, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 22)*

STEPAN COMPANY

(Name of Issuer)

COMMON STOCK \$1 PAR VALUE

(Title of Class of Securities)

858586-10-0

(CUSIP Number)

Check the following box if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1

CUSIP NO. 858586-10-0

13G

PAGE 2 OF 4 PAGES

NAME OF REPORTING PERSON
1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

F. QUINN STEPAN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S.A.

SOLE VOTING POWER

5

NUMBER OF
SHARES

1,056,253 shares, includes 382,145 shares
under options exercisable within 60 days

SHARED VOTING POWER

BENEFICIALLY

6

419,840 (see item 6)

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON

7

1,056,253

WITH

SHARED DISPOSITIVE POWER

8

419,840

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,220,110 shares, includes shares held by spouse, spouse and self as trustee under the trusts for the benefit of minor children, and as trustee for the benefit of a family member trust in which F. Quinn Stepan is the trustee.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

24.8%

TYPE OF REPORTING PERSON*

12

INDIVIDUAL

Page 2

Item 1(a) Name of issuer:
Stepan Company

Item 1(b) Address of issuer's principal executive offices:

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22 West Frontage Road
Northfield, Illinois 60093

- Item 2(a) Name of person filing:
See Item 1 of cover page
- Item 2(b) Address of principal business office or, if none, residence:
Stepan Company
22 West Frontage Road
Northfield, Illinois 60093
- Item 2(c) Citizenship:
See item 4 of cover page
- Item 2(d) Title of class of securities:
Common
- Item 2(e) CUSIP number:
858586-10-0
- Item 3 Ownership
- (a) Amount beneficially owned:
See Item 9 of cover page
 - (b) Percent of Class:
See Item 11 of cover page
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote
See Item 5 of cover page
 - (ii) Shares power to vote or direct the vote -
See Item 6 of cover page
 - (iii) Sole power to dispose or direct the disposition of
See Item 7 of cover page
 - (iv) Shares power to dispose or direct the disposition of:
See Item 8 of cover page
- Item 5 Ownership of five percent or less of a class:
Not applicable
- Item 6 Ownership of more than five percent on behalf of another person:
Of the shares reported herein, F. Quinn Stepan and Paul H. Stepan, as the general partners of Stepan Venture I, an Illinois limited partnership, which in turn is the sole general partner of Stepan Venture II, an Illinois limited partnership, have over 419,840 of the issuer's common shares owned by Stepan Venture II.
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- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Item 8 Identification and classification of members of the group.
Not applicable

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Item 9 Notice of dissolution of group:
Not applicable

Item 10 Certification:
Not applicable

Signature - After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

February 12, 2004

Dated

/s/ F. Quinn Stepan

Signature

F. Quinn Stepan

Name