

STEPAN CO  
Form 8-K  
October 19, 2007

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 10/16/2007**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective October 16, 2007, the Board of Directors ("Board") of Stepan Company ("Stepan") approved an amendment to the Amended and Restated Bylaws of Stepan Company ("Bylaws").

Article VII of the Bylaws was amended to allow Stepan to issues shares of its capital stock as uncertificated shares, thus allowing Stepan to become eligible for and participate in the Direct Registration System ("DRS") effective January 1, 2008. DRS is a service within the securities industry that allows companies to issue shares in an electronic format without the use or need for paper stock certificates. No other changes were made to the Bylaws. A copy of the Bylaws is attached as Exhibit 3(ii) hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit Number - 3(ii)

Description - Amended and Restated Bylaws of Stepan Company effective October 16, 2007

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEPAN COMPANY

Date: October 19, 2007

By: /s/ Kathleen M. Owens

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Kathleen M. Owens  
Assistant Secretary

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| EX-3.(ii).                | Amended and Restated Bylaws of Stepan Company effective October 16, 2007 |