

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-02-10**
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SUBJECT COMPANY

STEPAN CO

CIK: **94049** | IRS No.: **361823834** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-34475** | Film No.: **94506037**
SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

Mailing Address
*EDENS & WINNETKA ROAD
NORTHFIELD IL 60093*

Business Address
*EDENS & WINNETKA RDS
NORTHFIELD IL 60093
7084467500*

FILED BY

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

STEPAN COMPANY

(Name of Issuer)

5 1/2% Convertible Preferred

(Title of Class of Securities)

858586-20-9

(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).

1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

STEPAN VENTURE II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

166,480 (*shares split 8-for-1 April 1993)

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

166,480

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

166,480

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

20.8%

12 TYPE OF REPORTING PERSON*

PARTNERSHIP

*SEE INSTRUCTION BEFORE FILLING OUT!

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- Item 1(a) Name of issuer:
Stepan Company
- Item 1(b) Address of issuer's principal executive offices:
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
5 1/2 percent Convertible Preferred
- Item 2(e) CUSIP number:
858586-20-9
- Item 3 Not applicable
- Item 4 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
 - (ii) Sole power to dispose or direct the
disposition of

(iv) See Item 7 of cover page
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

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Venture II, an Illinois limited partnership, have
over 166,480 of the issuer's 5 1/2 percent
Convertible Preferred shares owned by Stepan
Venture II. (note - Stepan Company 5 1/2 percent
Convertible Preferred shares were split 8-for-
1 on April 30, 1993)

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

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 10, 1994
- -----
Dated

/s/ F. Quinn Stepan

Signature

F. Quinn Stepan

Name