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STEPAN CO
Form SC 13G/A
February 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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).

Page 1

CUSIP NO. 858586-20-9

13G

PAGE 2 OF 4 PAGES

NAME OF REPORTING PERSON

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

CHARLOTTE STEPAN FLANAGAN

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 35,244

SHARES

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

EACH

SOLE DISPOSITIVE POWER

7

REPORTING 35,244

PERSON

SHARED DISPOSITIVE POWER

WITH

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

35,244

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

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:
22 West Frontage Road

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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 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:
Not applicable
- Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:
Not applicable
- Page 3
- Item 8 Identification and classification of members of the group:
Not applicable
- Item 9 Notice of dissolution of group:
Not applicable

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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, 2002

Dated

/s/ Charlotte Stepan Flanagan

Signature

Charlotte Stepan Flanagan

Name

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