

ROSS ELLIOT B
Form 5
February 16, 2010

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
ROSS ELLIOT B

(Last) (First) (Middle)

C/O GEVITY HR, 600 301 BLVD.
W. #202

(Street)

2. Issuer Name and Ticker or Trading
Symbol
STEPHAN CO [tsc]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BRADENTON, FL 34205

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Shares of Common Stock	Â	Â	Â	Â Amount (D) Price	5,000	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**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.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Buy	\$ 3.99	Â	Â	Â	Â	Â	09/29/2006	09/29/2010	Common Stock	5,062
Options to Buy	\$ 3.15	06/30/2006	Â	A	5,062	Â	06/30/2007	06/30/2011	Common Stock	5,062
Options to Buy	\$ 3.8	06/30/2007	Â	A	5,062	Â	06/30/2008	06/30/2012	Common Stock	5,062
Options to Buy	\$ 3.18	06/30/2008	Â	A	5,062	Â	06/30/2009	06/30/2013	Common Stock	5,062
Options to Buy	\$ 2.4	06/30/2009	Â	A	5,062	Â	06/30/2010	06/30/2014	Common Stock	5,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS ELLIOT B C/O GEVITY HR 600 301 BLVD. W. #202 BRADENTON,Â FLÂ 34205	Â X	Â	Â	Â

Signatures

/s/ Elliot Ross 02/16/2010

__Signature of Date
Reporting Person

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).

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Remarks:

DueÂ toÂ IssuerÂ FormÂ 15Â filingÂ ofÂ 12/28/2009,Â ReportingÂ PersonÂ noÂ longerÂ subjectÂ toÂ SectionÂ 16.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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