STEPHAN CO Form 4 February 27, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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2005

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January 31, Expires:

OMB APPROVAL

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Yorktown Avenue Capital, LLC

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

STEPHAN CO [TSC]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

02/22/2006

Director Officer (give title below)

10% Owner Other (specify

415 S. BOSTON

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

TULSA, OK 74103

(Instr. 3)

Stock

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price

Code V Common P 02/22/2006

Amount 1,700

286,713 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title | e of 2. | | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----------|-------------|-------|---------------------|--------------------|-----------|-------------|--------------|-------------|---------|----------|-------------|--------|
| Deriva | tive Conver | rsion | (Month/Day/Year) | Execution Date, if | Transac | ionNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Securi | ty or Exer | rcise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. | 3) Price of | f | | (Month/Day/Year) | (Instr. 8 |) Derivativ | re | | Securi | ities | (Instr. 5) | Bene |
| | Derivat | tive | | • | | Securities | S | | (Instr. | 3 and 4) | | Own |
| | Securit | y | | | | Acquired | | | Ì | | | Follo |
| | | • | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | ` |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | _ | | | | | |
| | | | | | Code V | / (A) (D) | | Expiration | Title | Amount | | |
| | | | | | | | Exercisable | Date | | or | | |
| | | | | | | | | | | Number | | |
| | | | | | | | | | | of | | |
| | | | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| Yorktown Avenue Capital, LLC 415 S. BOSTON TULSA, OK 74103 | | X | | | | | |

Signatures

Frederic 02/27/2006 Dorwart **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).
- **(1)** Shares purchased directly by Boston Avenue Capital, LLC
- **(2)** Shares held directly by Boston Avenue Capital, LLC

Remarks:

This is a joint filing with Yorktown Avenue Capital as the designated filer. Boston Avenue Capital, LLC, Value Fund Adviso

Yorktown Avenue Capital, LLC - 320,400

VFA - 615,013 held indirectly, VFA disclaims beneficial ownership of these shares

Charles Gillman - 615,013 held indirectly, Mr. Gillman disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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