

Gross William M  
Form 5  
February 16, 2010

# FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person \*  
**Gross William M**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**3551 INVERRARY DR. #F404**  
  
(Street)

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

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)

**LAUDERHILL, FL 33319**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |

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)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|---|
|  |   |                                      |  |                                |   |  |   |

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|                | Security |            |     |     |       | of (D)<br>(Instr. 3, 4,<br>and 5) |            | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|----------|------------|-----|-----|-------|-----------------------------------|------------|---------------------|--------------------|-------|--|
|                |          | (A)        | (D) | (A) | (D)   |                                   |            |                     |                    |       |  |
| Options to Buy | \$ 3.99  | ^          | ^   | ^   | ^     | ^                                 | 09/29/2006 | 09/29/2010          | Common Stock       | 5,062 |  |
| Options to Buy | \$ 3.15  | 06/30/2006 | ^   | A   | 5,062 | ^                                 | 06/30/2007 | 06/30/2011          | Common Stock       | 5,062 |  |
| Options to Buy | \$ 3.8   | 06/30/2007 | ^   | A   | 5,062 | ^                                 | 06/30/2008 | 06/30/2012          | Common Stock       | 5,062 |  |
| Options to Buy | \$ 3.18  | 06/30/2008 | ^   | A   | 5,062 | ^                                 | 06/30/2009 | 06/30/2013          | Common Stock       | 5,062 |  |
| Options to Buy | \$ 2.4   | 06/30/2009 | ^   | A   | 5,062 | ^                                 | 06/30/2010 | 06/30/2014          | Common Stock       | 5,062 |  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Gross William M<br>3551 INVERRARY DR. #F404<br>LAUDERHILL, FL 33319 | ^ X           | ^         | ^       | ^     |

## Signatures

/s/ William M. Gross  
02/16/2010

\_\_Signature of Reporting Person  
Date

## 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:

Due to Issuer filing Form 15 on 12/28/2009, Reporting Person no longer subject to Section 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. 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.