

STEPHAN CO  
Form 10-Q/A  
May 22, 2009

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

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-4436

THE STEPHAN CO.  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of incorporation or organization)

59-0676812  
(IRS Employer Identification No.)

1850 West McNab Road, Fort Lauderdale, Florida 33309  
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (954) 971-0600

Former name, former address and former fiscal year, if changed since last report: not applicable.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date:

4,252,675 shares of common stock, \$0.01 par value, as of April 30, 2009

---

EXPLANATORY NOTE

The Stephan Co. files this amendment on Form 10-Q/A to revise Part II, Item 6, of the Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, that was filed on May 20, 2009 (the "Report"), to correct the title and inadvertent omission of Exhibit 10.26. This amendment continues to speak as of the date of the Report and, except as specifically provided hereby, this amendment does not otherwise alter any part of the Report. Accordingly, this amendment does not reflect events occurring after the filing of the Report or modify or update any related or other disclosures.

THE STEPHAN CO. AND SUBSIDIARIES

FORM 10-Q/A  
Amendment No. 1

For the Quarter Ended March 31, 2009

INDEX

PART II – OTHER INFORMATION

	Page
Item 6: Exhibits	4
Signature	5

Item 6: Exhibits

Exhibit 10.26 Supplemental Letter from Frank F. Ferola to the Company's Secretary dated April 27, 2009.

Exhibit 31.1 Certification of Chief Executive Officer

Exhibit 31.2 Certification of Chief Financial Officer

SIGNATURE

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto, duly authorized.

THE STEPHAN CO.

By: /s/ Robert C. Spindler  
Robert C. Spindler  
Chief Financial Officer  
May 22, 2009