

STEPHAN CO
Form 4
October 07, 2005

FORM 4

**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).

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

(Print or Type Responses)

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

(Last) (First) (Middle)

415 SOUTH BOSTON AVE.

(Street)

TULSA, OK 74103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/29/2005 ⁽¹⁾ | | P | | 10,000 | A | \$ 3.85 |
| common stock | 10/06/2005 ⁽²⁾ | | P | | 2,700 | A | \$ 3.92 |
| common stock | 10/05/2005 ⁽³⁾ | | S | | 200 | D | \$ 3.90 |

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

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(9-02)

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

Frederic Dorwart 10/07/2005

**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).
- (1) 10,000 shares of TSC common stock was acquired directly by Boston Avenue Capital, LLC, a joint filer with Yorktown Avenue Capital, LLC.
- (2) 2,700 shares of TSC common stock was acquired directly by Boston Avenue Capital, LLC, a joint filer with Yorktown Avenue Capital, LLC.
- (3) 200 shares of TSC common stock was sold by Boulder Capital, LLC, a joint filer with Yorktown Avenue Capital, LLC. Boulder Capital, LLC no longer owns any shares of TSC and will be exiting as a joint filer.

Remarks:

This is a joint Form 4 filing. Yorktown Avenue Capital, LLC is the designated filer. Additional filers include Boston Avenue Capital, LLC, Boulder Capital, LLC, and Value Fund Advisors, LLC. Yorktown Avenue Capital, LLC - 304,400 shares of TSC common stock held directly.

Value Fund Advisors, 460,213 shares of TSC common stock held indirectly. VFA is the investment advisor for Boston Avenue Capital, LLC.

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Charles Gillman - 460,213 shares of TSC common stock held indirectly. Mr. Gillman is the manager and a member of VFA.

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

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