

Edgar Filing: STEPHAN CO - Form SC 13D/A

STEPHAN CO  
Form SC 13D/A  
December 30, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4\_\_ )\*

THE STEPHAN CO.

-----  
(Name of Issuer)

COMMON SHARES

-----  
(Title of Class of Securities)

858603 10 3

-----  
(CUSIP Number)

ANCORA CAPITAL INC  
ATTN: RICHARD BARONE  
ONE CHAGRIN HIGHLANDS  
2000 AUBURN DRIVE, SUITE 420  
CLEVELAND, OHIO 44122  
(216) 825-4000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notice and Communications)

December 30, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

SCHEDULE 13D

-----  
CUSIP NO. 858603 10 3

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ANCORA CAPITAL, INC.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
00

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Ohio, U.S.A.

|  |    |                               |
|--|----|-------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br>0        |
|  | 8  | SHARED VOTING POWER<br>0      |
|  | 9  | SOLE DISPOSITIVE POWER<br>0   |
|  | 10 | SHARED DISPOSITIVE POWER<br>0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0

14 TYPE OF REPORTING PERSON\*  
HC

SCHEDULE 13D

CUSIP NO. 858603 10 3

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ANCORA SECURITIES, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Nevada, U.S.A.

|  |   |                              |
|--|---|------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0       |
|  | 8 | SHARED VOTING POWER<br>20820 |
|  | 9 | SOLE DISPOSITIVE POWER<br>0  |

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10 SHARED DISPOSITIVE POWER  
20820  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20820  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
|\_ |  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
.47  
-----  
14 TYPE OF REPORTING PERSON\*  
BD  
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SCHEDULE 13D

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CUSIP NO. 858603 10 3  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ANCORA ADVISORS, LLC  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_ | (b) |\_ |  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS\*  
00  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) |\_ |  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Nevada, U.S.A.  
-----  
7 SOLE VOTING POWER  
NUMBER OF 163001  
SHARES  
BENEFICIALLY  
OWNED BY 8 SHARED VOTING POWER  
EACH 123000  
REPORTING  
PERSON 9 SOLE DISPOSITIVE POWER  
WITH 163001  
-----  
10 SHARED DISPOSITIVE POWER  
123000  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
286001  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
|\_ |  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.52  
-----  
14 TYPE OF REPORTING PERSON\*  
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The following constitutes Amendment No. 4 ("Amendment No. 4") to the Schedule 13D's filed by the undersigned on July 22, 2004, August 16, 2004, September 8, 2004 and September 29, 2004. This Amendment No. 4 amends the Schedule 13D as specifically set forth.

Item 4. Purpose of Transaction

Item 4 is hereby replaced with the following:

"The Filing Persons ("Ancora") acquired shares to establish investment positions in the Issuer ("Stephan" or the "Company"). Subject to market conditions and other factors, Ancora may purchase additional shares, maintain their present ownership of shares or sell some or all of the shares.

As a result of promising conversations with management of the Company, Merlin Partners, a private investment partnership managed by Ancora, no longer plans to solicit proxies to vote shares at the upcoming annual meeting. Ancora now expects the Company to nominate three outside Board members (recommended by Ancora) for election at the annual meeting. Additionally, Ancora believes that certain employment agreements will be restructured. Ancora believes the result of this restructuring will be to reduce corporate overhead cost structure and enhance incentives for management to create value for all shareholders in the future.

Due to these developments, Ancora's PREC14A filing dated 10/6/2004 should be disregarded by all shareholders. However, if the aforementioned conversations are not translated into a written agreement between Ancora and the Company prior to the next annual meeting of the shareholders, Ancora reserves the right to re-file a contested proxy and solicit proxies to vote at the upcoming annual meeting.

Ancora looks forward to working with management and other stockholders to build and realize value for Stephan's shareholders in the future."

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended by replacing the previous text with the following:

Set forth below for the Filing Persons, in the aggregate, are the number of Shares which may be deemed to be beneficially owned as of December 30, 2004 and the percentage of the Shares outstanding represented by such ownership (based on 4,389,805 shares outstanding):

| Name:                      | No. of Shares | Percent of Class |
|----------------------------|---------------|------------------|
| Ancora Securities Inc(1)   | 20,820        | 0.47 %           |
| Richard Barone(2)          | 0             | 0.00 %           |
| Ancora Mutual Funds(3)     | 42,000        | 0.96 %           |
| Ancora Managed Accounts(4) | 183,000       | 4.19 %           |
| Merlin Partners, L.P. (5)  | 60,001        | 1.37 %           |
| Total                      | 306,821       | 6.99 %           |

(1) These Shares are owned by investment clients of Ancora Securities who

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may be deemed to beneficially own these Shares by reason of their power to dispose of such Shares. Ancora Securities disclaims beneficial ownership of all such Shares.

(2) Shares owned directly by Mr. Barone as an individual investor and are held at Ancora Securities.

(3) These Shares are owned by the Ancora Mutual Funds. Ancora Advisors and Mr. Barone do not own shares directly but, due to Ancora Advisors' Investment Management Agreement with the Ancora Mutual Funds and by virtue of Mr. Barone's positions as Portfolio Manager of the Ancora Income Fund, Ancora Equity Fund, Ancora Special Opportunity Fund and Ancora Bancshares, all of which are registered under the Investment Company Act of 1940, Ancora Advisors and Mr. Barone may be deemed to beneficially own 42,000 shares. Ancora Advisors and Mr. Barone disclaim beneficial ownership of all such Shares.

(4) These Shares are owned by investment clients of Ancora Advisors. Ancora Advisors and Mr. Barone do not own shares directly but, by virtue of Ancora Advisors Investment Management Agreement with the investment clients and Mr. Barone's position as Portfolio Manager of Ancora Advisors, each may be deemed to beneficially own 183,000 Shares by reason of their power to dispose of such Shares. Ancora Advisors and Mr. Barone disclaim beneficial ownership of such Shares.

(5) These Shares are owned by Merlin Partners, L.P. Ancora Advisors and Mr. Barone do not own shares directly but, due to Ancora Advisors' being the General Partner of Merlin Partners, L.P. and by virtue of Mr. Barone's position as Portfolio Manager of Merlin Partners, L.P., Ancora Advisors and Mr. Barone may be deemed to beneficially own 60,001 shares. Ancora Advisors and Mr. Barone disclaim beneficial ownership of all such Shares.

### Item 7. Material to be Filed as Exhibits

Schedule A annexed hereto lists all transactions in the Shares since the filing of the most recent Amendment to Schedule 13(D) by the Reporting Persons. All of such transactions were effected in the open market.

### Signatures

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Richard Barone

Date: 12/30/04

by: /s/Richard A. Barone  
Richard A. Barone