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STEPHAN CO  
Form 8-K  
January 13, 2005

United States  
Securities and Exchange Commission  
Washington D.C. 20549

Form 8-K

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of the earliest event reported)

January 11, 2005  

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

Florida (State or other jurisdiction of incorporation)	1-4436 (Commission File Number)	59-676812 (I.R.S. Employer Identification Number)
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1850 W. McNab Road Fort Lauderdale, Florida (Address of principal executive offices)	33309 (Zip Code)
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(954) 971-0600  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 Other Events

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On January 11, 2005, the Registrant filed its Corporate Governance Certification as required by the American Stock Exchange ("AMEX"). This certification confirms that the Registrant complies with the listing requirements adopted by AMEX pursuant to the Sarbanes-Oxley Act of 2002, in particular, correcting those areas where the Registrant was deficient and the subject of a warning letter issued to the Registrant by AMEX dated November 18, 2004, as disclosed more fully in Part II, Item 5, "Other Matters" of the Registrant's Form 10-Q, Quarterly Report for the period ended September 30, 2004.

### SIGNATURES

Pursuant to the requirements 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, in the State of Florida on January 13, 2005.

The Stephan Co.

By:

/s/ David Spiegel

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David Spiegel  
Chief Financial Officer