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STEPHAN CO
Form NT 10-K
March 31, 2004

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER: 1-4436

CUSIP NUMBER: 858603103000

(Check one):

(X)Form 10-K ()Form 20-K ()Form 11-K ()Form 10-Q ()Form N-SAR

December 31, 2003

For Period Ended:_____

- () Transition Report on Form 10-K
() Transition Report on Form 20-F
() Transition Report on Form 11-K
() Transition Report on Form 10-Q
() Transition Report on Form N-SAR

For the Transition Period Ended:_____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:_____

PART I - REGISTRANT INFORMATION

THE STEPHAN CO.

Full Name of Registrant

Former Name if Applicable

1850 WEST McNAB ROAD

Address of Principal Executive Office(Street and Number)

FORT LAUDERDALE, FLORIDA 33309

City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

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- | (a) The reasons described in reasonable detail in Part
- | III of this form could not be eliminated without
- | unreasonable effort or expense;
- |
- | (b) The subject annual report, semi-annual report,
- (x) | transition report on Form 10-K, Form 20-F, 11-K,
- | Form N-SAR, or portion thereof, will be filed on
- | or before the fifteenth calendar day following the
- | prescribed due date; or the subject quarterly report of
- | transition and report on Form 10-Q, or portion thereof
- | will be filed on or before the fifth calendar day
- | following the prescribed due date; and
- |
- | (c) The accountant's statement or other exhibit
- | required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach Extra Sheets if Needed)

As a result of the "going-private" transaction and related Securities and Exchange Commission filings required in connection with the recently revised offer by the management group, preparation of information for the timely completion of the annual audit has been delayed, thus the Company can not file its Annual Report on Form 10-K by March 30, 2004 without unreasonable effort or expense.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

| | | |
|---------------|-------------|--------------------|
| David Spiegel | (954) | 971-0600 |
| _____ | _____ | _____ |
| (Name) | (Area Code) | (Telephone Number) |

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) been filed? If answer is no, identify report(s).

(X) Yes () No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to

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be included in the subject report or portion thereof?

(X)Yes ()No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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THE STEPHAN CO.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

March 31, 2004 /s/ David Spiegel
Date_____ By_____

PART IV, Item (3) Additional Information:

Income before cumulative effect of change in accounting principle for the year ended December 31, 2003 is expected to be consistent with the prior fiscal year. In 2002, the Company implemented Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" and incurred a \$6,762,000 impairment charge (net of an income tax benefit of \$1,663,000). No impairment charge was necessary for the year ended December 31, 2003.