

SCOTT RICHARD L  
Form SC 13D/A  
November 25, 2003

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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. 2)

THE STEPHAN CO.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

858603103  
(CUSIP Number)

Stephen T. Braun, Esq.  
Boult Cummings Conners & Berry, PLC  
414 Union Street, Suite 1600  
Nashville, Tennessee 37219  
(615) 252-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 20, 2003  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [  ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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Signature

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CUSIP No. 858603103

SCHEDULE 13D

1. Names of Reporting Persons: Richard L. Scott  
  
IRS Identification Nos. of above persons (entities only):
  2. Check the Appropriate Box if a Member of a Group (a)
  - N/A (b)
  3. SEC USE ONLY
  4. Source of Funds: PF
  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization: United States
  - NUMBER OF SHARES 7. Sole Voting Power: 385,700
  - BENEFICIALLY OWNED 8. Shared Voting Power: -0-
  - BY EACH REPORTING 9. Sole Dispositive Power: 385,700
  - PERSON 10. Shared Dispositive Power: -0-
  11. Aggregate Amount Beneficially Owned by Each Reporting Person: 385,700
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:
  13. Percent of Class Represented by Amount in Row (11): 8.7%
  14. Type of Reporting Person: IN
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This Amendment No. 2 amends the Schedule 13D filed by Richard L. Scott (the Reporting Person ) on November 3, 2003 (the Schedule 13D ), as amended November 10, 2003, with respect to shares of Common Stock, \$.01 par value ( Common Stock ), of The Stephan Co., a Florida corporation (the Issuer ). Capitalized terms used but not defined herein shall have the same meanings ascribed to such terms in the Schedule 13D.

The following Items are hereby amended and restated in their entirety as follows:

**Item 3. Source and Amount of Funds or Other Consideration**

The Reporting Person has used personal funds of approximately \$1,609,906 to acquire 385,700 shares of Common Stock in open market transactions. The Common Stock was purchased by three different entities controlled by the Reporting Person.

**Item 5. Interest in Securities of the Issuer**

The 385,700 shares of the Common Stock owned by the Reporting Person constitute 8.7% of the outstanding Common Stock of the Issuer.

The Reporting Person has sole voting and dispositive power with respect to the Common Stock.

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The Reporting Person purchased the following shares of the Common Stock of the Issuer in open market transactions during the past 60 days:

| <b>Purchase Date</b> | <b>Number of Shares</b> | <b>Price Per Share</b> | <b>Aggregate Consideration</b> |
|----------------------|-------------------------|------------------------|--------------------------------|
| 09/22/03             | 23,500                  | \$4.03                 | \$ 94,725                      |
| 09/23/03             | 20,000                  | 4.23                   | 84,585                         |
| 09/26/03             | 14,500                  | 4.08                   | 59,175                         |
| 09/29/03             | 2,800                   | 4.05                   | 11,327                         |
| 09/30/03             | 15,800                  | 4.05                   | 64,027                         |
| 10/01/03             | 2,500                   | 4.10                   | 10,240                         |
| 10/02/03             | 14,700                  | 4.12                   | 60,594                         |
| 10/03/03             | 18,400                  | 4.14                   | 76,191                         |
| 10/06/03             | 12,000                  | 4.14                   | 49,695                         |
| 10/13/03             | 9,500                   | 4.14                   | 39,345                         |
| 10/14/03             | 12,700                  | 4.14                   | 52,593                         |
| 10/15/03             | 7,400                   | 4.14                   | 30,651                         |
| 10/21/03             | 53,000                  | 4.14                   | 219,435                        |
| 10/22/03             | 15,000                  | 4.14                   | 62,115                         |
| 10/27/03             | 3,400                   | 4.14                   | 14,091                         |
| 10/28/03             | 4,500                   | 4.14                   | 18,645                         |
| 11/03/03             | 10,400                  | 4.19                   | 43,575                         |
| 11/04/03             | 5,500                   | 4.19                   | 23,060                         |
| 11/05/03             | 4,100                   | 4.19                   | 17,194                         |
| 11/06/03             | 2,500                   | 4.20                   | 10,490                         |
| 11/07/03             | 2,900                   | 4.20                   | 12,166                         |
| 11/10/03             | 56,500                  | 4.24                   | 239,519                        |
| 11/11/03             | 14,700                  | 4.24                   | 62,343                         |
| 11/14/03             | 20,000                  | 4.25                   | 84,975                         |
| 11/17/03             | 1,100                   | 4.30                   | 4,734                          |
| 11/19/03             | 22,000                  | 4.29                   | 94,395                         |
| 11/21/03             | 16,300                  | 4.30                   | 70,022                         |
|                      | 385,700                 |                        | \$ 1,609,906                   |

The Common Stock was purchased by three different entities controlled by the Reporting Person, including 166,200 shares purchased by the Frances Annette Scott Revocable Trust, of which the Reporting Person's spouse is the trustee.

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Signature

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.

DATED: November 25, 2003

/s/ Richard L. Scott

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Richard L. Scott

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