

CENTURY BANCORP INC
 Form 4
 May 22, 2008

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| SLOANE MARSHALL M | | | CENTURY BANCORP INC [CNBKA] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 400 MYSTIC AVENUE | | | 05/21/2008 | Chairman of the Board / Chairman of the Board |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| MEDFORD, MA 02155 | | | | |
| (City) | (State) | (Zip) | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class A Common | 05/21/2008 | | A | 33.95 A \$ 21.5399 | 11,814.455 | D | |
| Class A Common | 05/21/2008 | | A | 2.396 A \$ 21.5399 | 383.041 | I | MMS & BJS FBO Austin Westgate Sloane |
| Class A Common | 05/21/2008 | | A | 2.396 A \$ 21.5399 | 383.041 | I | MMS & BJS FBO Kensington Arden |

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| | | | | | | | | |
|------------------------------------|------------|---|-------|---|---------------|-----------|---|--|
| Class A Common | 05/21/2008 | A | 2.396 | A | \$ 21.5399 | 383.041 | I | Sloane MMS & BJS FBO Tabor Forrester Sloane |
| 401(k) Company Stock Fund | | | | | | 470.7828 | D | |
| Class A Common | | | | | | 5,603 | I | MMS & BJS FBO Joshua Benjamin Kay |
| Class A Common | | | | | | 5,324 | I | MMS & BJS FBO Rachel Sloane Kay |
| Class A Common | | | | | | 3,710 | I | MMS & BJS FBO Tallen Kendall Sloane |
| Class A Common | | | | | | 180 | I | MMS & BJS trustees of children of JGS |
| Class A Common | | | | | | 2,500 | I | Owned by wife Barbara J. Sloane |
| Class B Common | | | | | | 1,694,430 | D | |
| Class B Common | | | | | | 1,500 | I | Owned by wife Barbara J. Sloane |

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. P... Der... Sec... (Ins...) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Century Bancorp Class A Chairman | \$ 35.01 | | | | | 09/17/2004 | 09/17/2009 | Class A Common | 12,000 |
| Century Bancorp Class A Chairman | \$ 29.35 | | | | | 01/21/2004 | 01/21/2008 | Class A Common | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| SLOANE MARSHALL M 400 MYSTIC AVENUE MEDFORD, MA 02155 | X | X | Chairman of the Board | Chairman of the Board |

Signatures

By: William P. Hornby,
Attorney-In-Fact

05/22/2008

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.