

SLOANE MARSHALL M  
 Form 5  
 February 12, 2009

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 SLOANE MARSHALL M

2. Issuer Name and Ticker or Trading Symbol  
 CENTURY BANCORP INC  
 [CNBKA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board / Chairman of the Board

400 MYSTIC AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MEDFORD, MA 02155

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Class A Common                  | 04/04/2008                           | ^  | D                              | 0.505 D \$ 0  | 11,813.95  | D  | ^  |
| Class A Common                  | 08/15/2008                           | ^  | A                              | 36.029 A \$ 0   | 11,849.979   | D  | ^  |
| Class A Common                  | 11/17/2008                           | ^  | A                              | 45.379 A \$ 0   | 11,895.358   | D  | ^  |
| Class A Common                  | 04/04/2008                           | ^  | D                              | 0.645 D \$ 0  | 382.396  | I  | MMS & BJS FBO                              |

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|                            |            |   |   |       |   |      |          |   |  |
|----------------------------|------------|---|---|-------|---|------|----------|---|--|
| Class A<br>Common          | 08/15/2008 | Â | A | 2.542 | A | \$ 0 | 384.938  | I | Austin<br>Westgate<br>Sloane<br>MMS &<br>BJS FBO<br>Austin<br>Westgate<br>Sloane |
| Class A<br>Common          | 11/17/2008 | Â | A | 3.202 | A | \$ 0 | 388.14   | I | MMS &<br>BJS FBO<br>Austin<br>Westgate<br>Sloane                                 |
| Class A<br>Common          | 04/04/2008 | Â | D | 0.645 | D | \$ 0 | 382.396  | I | MMS &<br>BJS FBO<br>Kensington<br>Arden<br>Sloane                                |
| Class A<br>Common          | 08/15/2008 | Â | A | 2.542 | A | \$ 0 | 384.938  | I | MMS &<br>BJS FBO<br>Kensington<br>Arden<br>Sloane                                |
| Class A<br>Common          | 11/17/2008 | Â | A | 3.202 | A | \$ 0 | 388.14   | I | MMS &<br>BJS FBO<br>Kensington<br>Arden<br>Sloane                                |
| Class A<br>Common          | 04/04/2008 | Â | D | 0.645 | D | \$ 0 | 382.396  | I | MMS &<br>BJS FBO<br>Tabor<br>Forrester<br>Sloane                                 |
| Class A<br>Common          | 11/17/2008 | Â | A | 2.542 | A | \$ 0 | 384.938  | I | MMS &<br>BJS FBO<br>Tabor<br>Forrester<br>Sloane                                 |
| Class A<br>Common          | 11/17/2008 | Â | A | 3.202 | A | \$ 0 | 388.14   | I | MMS &<br>BJS FBO<br>Tabor<br>Forrester<br>Sloane                                 |
| 401(k)<br>Company<br>Stock | Â          | Â | Â | Â     | Â | Â    | 470.7828 | D | Â  |

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| Fund           |   |   |   |   |   |   |           |   |                                       |
|----------------|---|---|---|---|---|---|-----------|---|---------------------------------------|
| Class A Common | Â | Â | Â | Â | Â | Â | 5,603     | I | MMS & BJS FBO Joshua Benjamin Kay     |
| Class A Common | Â | Â | Â | Â | Â | Â | 5,324     | I | MMS & BJS FBO Rachel Sloane Kay       |
| Class A Common | Â | Â | Â | Â | Â | Â | 3,710     | I | MMS & BJS FBO Tallen Kendall Sloane   |
| Class A Common | Â | Â | Â | Â | Â | Â | 180       | I | MMS & BJS trustees of children of JGS |
| Class A Common | Â | Â | Â | Â | Â | Â | 2,500     | I | Owned by wife Barbara J. Sloane       |
| Class B Common | Â | Â | Â | Â | Â | Â | 1,694,430 | D | Â                                     |
| Class B Common | Â | Â | Â | Â | Â | Â | 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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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   |  | Title   |

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|                                  |          |   |   |   |   |   |   | Date<br>Exercisable | Expiration<br>Date |                | Amount<br>or<br>Number<br>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<br>400 MYSTIC AVENUE<br>MEDFORD, MA 02155 | ^ X           | ^ X       | ^ Chairman of the Board | Chairman of the Board |

## Signatures

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

02/12/2009

\_\_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 provided 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.