

SLOANE MARSHALL M
 Form 5
 February 12, 2009

FORM 5

**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).
 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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									Austin Westgate Sloane
Class A Common	08/15/2008	Â	A	2.542	A	\$ 0	384.938	I	MMS & BJS FBO Austin Westgate Sloane
Class A Common	11/17/2008	Â	A	3.202	A	\$ 0	388.14	I	MMS & BJS FBO Austin Westgate Sloane
Class A Common	04/04/2008	Â	D	0.645	D	\$ 0	382.396	I	MMS & BJS FBO Kensington Arden Sloane
Class A Common	08/15/2008	Â	A	2.542	A	\$ 0	384.938	I	MMS & BJS FBO Kensington Arden Sloane
Class A Common	11/17/2008	Â	A	3.202	A	\$ 0	388.14	I	MMS & BJS FBO Kensington Arden Sloane
Class A Common	04/04/2008	Â	D	0.645	D	\$ 0	382.396	I	MMS & BJS FBO Tabor Forrester Sloane
Class A Common	11/17/2008	Â	A	2.542	A	\$ 0	384.938	I	MMS & BJS FBO Tabor Forrester Sloane
Class A Common	11/17/2008	Â	A	3.202	A	\$ 0	388.14	I	MMS & BJS FBO Tabor Forrester Sloane
401(k) Company 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 Exercisable	Expiration Date			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

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.