

CENTURY BANCORP INC

Form 8-K

May 11, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 10, 2006
Century Bancorp, Inc.
(Exact name of registrant as specified in its charter)**

**Massachusetts
(State or other jurisdiction of
incorporation)**

**0-15752
(Commission File No.)**

**04-2498617
(IRS Employer
Identification No.)**

**400 Mystic Avenue
Medford, MA
(Address of principal executive
offices)**

**02155
(Zip Code)**

**(781) 391-4000
(Registrant's telephone number,
including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(a) On May 10, 2006, Karl E. Case, Ph.D., resigned from his position as Director of Century Bancorp, Inc. (the Company) due to health reasons.

On May 10, 2006, the Company issued a press release relating to the above matter. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Century Bancorp, Inc. press release dated May 10, 2006.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTURY BANCORP, INC.

/s/ Paul V. Cusick, Jr.

Paul V. Cusick, Jr.

Vice President and Treasurer

Dated: May 11, 2006