

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 \*  
**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)  
**400 MYSTIC AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/21/2008**

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

(Street)  
**MEDFORD, MA 02155**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)
				(A) or (D)	Price		
				Code V	Amount		
Class A Common	05/21/2008		A	A	\$ 33.95 21.5399	D	
Class A Common	05/21/2008		A	A	\$ 2.396 21.5399	I	MMS & BJS FBO Austin Westgate Sloane
Class A Common	05/21/2008		A	A	\$ 2.396 21.5399	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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**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.