

CENTURY BANCORP INC
Form SC 13D
December 10, 2007

OMB APPROVAL
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

Century Bancorp Inc.

(Name of Issuer)

Class A Common Stock, \$1.00 par value

(Title of Class of Securities)

156432106

(CUSIP Number)

Mr. Terry Maltese, Sandler O Neill Asset Management LLC,

Edgar Filing: CENTURY BANCORP INC - Form SC 13D

780 Third Avenue, 5th Floor, New York, NY 10017 (212) 486-7300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 27, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " ".

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 17 pages.

Exhibit Index located on Page 15

SEC 1746 (12-91)

SCHEDULE 13D

CUSIP No. 156432106

Page 2 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Sandler O Neill Asset Management, LLC

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

New York

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

351,000

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

351,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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351,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

9.99%

14. Type of Reporting Person*

00

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7

(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

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Page 3 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

SOAM Holdings, LLC

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

195,900

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

195,900

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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195,900

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

5.58%

14. Type of Reporting Person*

00

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Partners, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

14,000

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

14,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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14,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

0.40%

14. Type of Reporting Person*

PN

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SCHEDULE 13D

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Hedge Fund, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

16,800

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

16,800

11. Aggregate Amount Beneficially Owned by Each Reporting Person

16,800

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

0.48%

14. Type of Reporting Person*

PN

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Page 6 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Hedge Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

85,400

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

85,400

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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85,400

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

2.43%

14. Type of Reporting Person*

PN

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta MLC Fund, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

79,700

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

79,700

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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79,700

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

2.27 %

14. Type of Reporting Person*

PN

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta MLC Offshore, Ltd

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

127,700

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

127,700

11. Aggregate Amount Beneficially Owned by Each Reporting Person

127,700

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

3.63%

14. Type of Reporting Person*

CO

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Offshore, Ltd

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

27,400

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

27,400

11. Aggregate Amount Beneficially Owned by Each Reporting Person

27,400

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

0.78%

14. Type of Reporting Person*

CO

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Terry Maltese

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

USA

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

351,000

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

351,000