

CENTURY BANCORP INC
 Form 4
 May 21, 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 JONATHAN G

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-CEO / Co-CEO

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common	05/20/2008		A		13.9544	A	\$ 20.223	2,371.371	D	
Class A Common	05/20/2008		A		0.3728	A	\$ 20.223	63.3891	I	JGS custodian for Austin W. Sloane
Class A Common	05/20/2008		A		0.3728	A	\$ 20.223	63.3891	I	JGS custodian for Kensington A. Sloane

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Class A Common	05/20/2008		A	0.3728	A	\$ 20.223	63.3891	I	JGS custodian for Tabor F. Sloane
Class A Common	05/20/2008		A	1.1131	A	\$ 20.223	189.0573	I	JGS custodian for Tallen K. Sloane
Class A Common	05/20/2008		A	0.4727	A	\$ 20.223	80.3398	I	Owned by wife Debra L. Sloane
401(k) Company Stock Fund							882.4305	D	
Class B Common							60,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Century Bancorp Class A	\$ 31.83					09/17/2004	09/17/2014	Class A Common	7,000
Century Bancorp Class A	\$ 22.5					04/01/2003	04/01/2012	Class A Common	6,000

Common

Century Bancorp Class A Common ISO

\$ 26.68

01/21/2004 01/21/2013

Class A Common 6,000

Century Bancorp Class A Common Stock

\$ 15.063

01/16/2002 01/16/2011

Class A Common 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLOANE JONATHAN G 400 MYSTIC AVENUE MEDFORD, MA 02155	X		Co-CEO	Co-CEO

Signatures

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

05/21/2008

__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.

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