

SLOANE JONATHAN G
 Form 5
 February 12, 2009

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 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 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
401(k) Company Stock Fund	Â	Â	Â	Â	882.4305	D	Â
Class A Common	Â	Â	Â	Â	2,402.299	D	Â
Class A Common	Â	Â	Â	Â	64.2159	I	JGS custodian for Austin W. Sloane

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Class A Common	Â	Â	Â	Â	Â	Â	64.2159	I	JGS custodian for Kensington A. Sloane
Class A Common	Â	Â	Â	Â	Â	Â	64.2159	I	JGS custodian for Tabor F. Sloane
Class A Common	Â	Â	Â	Â	Â	Â	191.5239	I	JGS custodian for Tallen K. Sloane
Class A Common	Â	Â	Â	Â	Â	Â	81.3878	I	Owned by wife Debra L. Sloane
Class B Common	Â	Â	Â	Â	Â	Â	60,000	D	Â

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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Century Bancorp Class A	\$ 31.83	Â	Â	Â	Â	09/17/2004	09/17/2014	Class A Common	7,000
Century Bancorp Class A Common	\$ 22.5	Â	Â	Â	Â	04/01/2003	04/01/2012	Class A Common	6,000
Century Bancorp	\$ 26.68	Â	Â	Â	Â	01/21/2004	01/21/2013	Class A Common	6,000

