

SLOANE MARSHALL M
 Form 4
 January 03, 2005

FORM 4

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

OMB APPROVAL

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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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2004

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

MEDFORD, MA 02155

(City) (State) (Zip)

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

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	12/30/2004		M	6,000 A \$ 16.57	6,030	D	
401(k) Company Stock Fund					514,2734	D	
Century Bancorp Capital Trust CNBKP					10,000	D	
					500	I	

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Century Bancorp Capital Trust CNBKP						Owned by wife Barbara J. Sloane
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		3,346		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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Century Bancorp Class A Chairman	\$ 16.57	12/30/2004	M		6,000		01/16/2002	01/16/2006	Class A Common	6,000
Century Bancorp Class A Chairman	\$ 24.75						04/01/2003	04/01/2007	Class A Common	12,000
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 and CEO	

Signatures

By: Paul V. Cusick, Jr.,
Attorney-In-Fact

12/31/2004

**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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