SLOANE MARSHALL M
Form 4
January 12, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SLOANE MARSHALL M

(Last) (First) (Middle)

400 MYSTIC AVENUE

(Street)

MEDFORD, MA 02155

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CENTURY BANCORP INC [CNBKA]

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/10/2006		M		5,646	A	$ 16.57	11,676	D	
401(k) Company Stock Fund								492.5425	D	
Class A Common								5,603	I	MMS & BJS FBO Joshua Benjamin Kay
								5,324	I	

Class A Common				MMS & BJS FBO Rachel Sloane Kay
Class A Common	3,700	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	$ 16.57	01/10/2006		M			5,646	01/16/2002	01/16/2006		5,646

Century Bancorp Class A Chairman					Class A Common	
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 3	$ 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	01/12/2006
**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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