

SLOANE JONATHAN G
 Form 5
 January 19, 2005

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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).
 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)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President / Executive Vice President

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| 401(k) Company Stock Fund | | | | | | | 902.3948 | D | |
| Century Bancorp Capital Trust CNBKP | | | | | | | 500 | D | |

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| | | | | | | | | | |
|----------------|---|---|---|---|---|---|-------------|---|--|
| Class A Common | Â | Â | Â | Â | Â | Â | 17,676.4609 | D | Â |
| Class A Common | Â | Â | Â | Â | Â | Â | 59.3794 | I | JGS custodian for Austin W. Sloane |
| Class A Common | Â | Â | Â | Â | Â | Â | 59.3794 | I | JGS custodian for Kensington A. Sloane |
| Class A Common | Â | Â | Â | Â | Â | Â | 59.3794 | I | JGS custodian for Tabor F. Sloane |
| Class A Common | Â | Â | Â | Â | Â | Â | 177.0978 | I | JGS custodian for Tallen K. Sloane |
| Class A Common | Â | Â | Â | Â | Â | Â | 85.2582 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Century Bancorp | \$ 31.83 | Â | Â | Â | Â | 09/17/2004 | 09/17/2014 | Class A Common | 7,000 |

| | | | | | | | | | | |
|---|-----------|---|---|---|---|---|------------|------------|-------------------|-------|
| Class A Century Bancorp Class A Common | \$ 22.5 | ^ | ^ | ^ | ^ | ^ | 04/01/2003 | 04/01/2012 | Class A Common | 6,000 |
| Class A Century Bancorp Class A Common ISO | \$ 26.68 | ^ | ^ | ^ | ^ | ^ | 01/21/2004 | 01/21/2013 | Class A Common | 6,000 |
| Class A 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 | ^ | ^ Executive Vice President | Executive Vice President |

Signatures

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

01/19/2005

__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 provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.