

SLOANE MARSHALL M  
 Form 5  
 February 10, 2006

**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 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board and 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)
				Amount	(A) or (D)	Price			
Class A Common	02/13/2002	^	P4	10	A	\$ 22.15	6,040	D	^
Class A Common	02/11/2002	^	P4	10	A	\$ 22.09	3,710	I	MMS & BJS FBO Tallen Kendall Sloane
401(k) Company	^	^	^	^	^	^	492.5425	D	^

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Stock Fund

Class A Common	Â	Â	Â	Â	Â	Â	5,603	I	MMS & BJS FBO Joshua Benjamin Kay
Class A Common	Â	Â	Â	Â	Â	Â	5,324	I	MMS & BJS FBO Rachel Sloane Kay
Class A Common	Â	Â	Â	Â	Â	Â	180	I	MMS & BJS trustees of children of JGS
Class A Common	Â	Â	Â	Â	Â	Â	2,500	I	Owned by wife Barbara J. Sloane
Class B Common	Â	Â	Â	Â	Â	Â	1,694,430	D	Â
Class B Common	Â	Â	Â	Â	Â	Â	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

