

CENTURY BANCORP INC

Form 8-K

January 26, 2009

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report: January 26, 2009  
Century Bancorp, Inc.  
(Exact name of registrant as specified in its charter)**

Massachusetts  
(State or other jurisdiction  
of incorporation)

0-15752  
(Commission File No.)

04-2498617  
(IRS Employer  
Identification No.)

400 Mystic Avenue  
Medford, MA  
(Address of principal executive  
offices)

02155  
(Zip Code)

(781) 391-4000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers  
SIGNATURES

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**Table of Contents**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 14, 2009, the Board of Directors (the Board ) of Century Bancorp, Inc. (the Company ) ratified the approval by the Compensation Committee of the Board on November 25, 2008 of certain changes to the Company s Supplemental Executive Retirement and Insurance Plan (the Plan ). Further detail regarding these changes is contained in an 8-K filed on January 21, 2009. On January 20, 2009, the Board voted to approve the amended Plan document, which incorporates the changes ratified by the Board on January 14, 2009 and includes technical amendments necessary to comply with Section 409A of the Internal Revenue Code and the regulations issued thereunder. Section 409A imposes requirements regarding, among other things, payment elections, the timing of payments, and when distributions may be made under non-qualified deferred compensation plans. The amended Plan as adopted is effective as of December 1, 2008.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CENTURY BANCORP, INC.**

/s/ William P. Hornby, CPA  
William P. Hornby, CPA  
Chief Financial Officer and Treasurer

January 26, 2009