

CENTRAL FUND OF CANADA LTD  
Form 6-K  
September 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For September, 2008

**CENTRAL FUND OF CANADA LIMITED**

(Translation of registrant's name into English)

**Suite 805, 1323 - 15th Avenue S.W., Calgary, Alberta , Canada T3C 0X8**

(Address of principal executive office)

[Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

[Indicate by check mark whether the registrant by furnishing the information in this Form is also hereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

YES

NO

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[If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A]

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CENTRAL FUND OF CANADA LIMITED  
(Registrant)

Date September 23, 2008

By: /s/ J.C. STEFAN SPICER  
(Signature)  
J.C. Stefan Spicer, President & CEO

**EXHIBIT INDEX**

CENTRAL FUND OF CANADA LIMITED

Exhibit 99.1: Underwriting Agreement

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