

CENTURY BANCORP INC

Form 8-K

June 16, 2011

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**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 (Date of earliest event reported): June 14, 2011  
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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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

- (e) On June 14, 2011, the Board of Directors (the Board ) of Century Bank and Trust Company (the Company ) approved certain changes to the Company s Supplemental Executive Retirement and Insurance Plan ( SERIP ) and authorized management to amend the Plan document accordingly as soon as reasonably practicable.

The Board voted to replace the SERIP Death Benefit with a new Survivor Benefit Plan as of June 1, 2011 and will offer the benefit to current SERIP participants.

**Item 9.01 Financial Statements and Exhibits**

- (d) Exhibits

99 Century Bank Survivor Benefit Plan Board of Directors Adoption Resolution

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**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  
William P. Hornby, CPA  
Chief Financial Officer and Treasurer

Dated: June 16, 2011