

CENTURY BANCORP INC

Form 10-K/A

April 05, 2005

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

FORM 10-K/A

(Amendment No.1)

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2004**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number **0-15752**

CENTURY BANCORP, INC.

(Exact name of registrant as specified in its charter)

COMMONWEALTH OF MASSACHUSETTS

04-2498617

State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification number)

400 MYSTIC AVENUE, MEDFORD, MA

02155

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number including area code: **(781) 391-4000**

Securities registered pursuant to Section 12(g) of the Act:

Class A Common Stock, \$1.00 par value

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes No

State the aggregate market value of the registrant's voting and nonvoting stock held by nonaffiliates, computed using the closing price as reported on Nasdaq as of June 30, 2004 was \$127,505,957.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of February 28, 2005:

Class A Common Stock, \$1.00 par value 3,435,177 Shares

Class B Common Stock, \$1.00 par value 2,099,640 Shares

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SIGNATURES

EX-31.1 Section 302 Certification of CEO

EX-31.2 Section 302 Certification of CFO

EX-32.1 Section 906 Certification of CEO

EX-32.2 Section 906 Certification of CFO

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CENTURY BANCORP INC.
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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, solely to amend and restate the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 filed previously as Exhibits 31.1 and 31.2 with the original Annual Report on Form 10-K. The amended and restated certifications are being filed to include certain required representations with respect to internal control over financial reporting that were inadvertently omitted from the previously filed certifications. In addition, pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, we are furnishing new certifications of our chief executive officer and chief financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as Exhibits 32.1 and 32.2 in connection with the filing of this Amendment No. 1.

This Amendment No. 1 does not reflect events occurring after the filing of the original Annual Report on Form 10-K and, other than the filing of amended and restated Exhibits 31.1 and 31.2 and new versions of Exhibits 32.1 and 32.2, does not modify or update the disclosures in the original Annual Report on Form 10-K in any way.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 4th day of April, 2005.

CENTURY BANCORP, INC.

/s/ Paul V. Cusick, Jr.

Paul V. Cusick, Jr.

Vice President and Treasurer