

UNITED STATES
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): March 21, 2012

CENTER BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

<u>New Jersey</u> (State or Other Jurisdiction of Incorporation)	<u>2-81353</u> (Commission File Number)	<u>52-1273725</u> (IRS Employer Identification No.)
<u>2455 Morris Avenue, Union, New Jersey</u> (Address of principal executive offices)		<u>07083</u> (Zip Code)

Registrant's telephone number, including area code (800) 862-3683

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 (see General Instruction A.2. below):

- 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 7.01. Regulation FD Disclosure.

Center Bancorp, Inc. intends to furnish an Investor Presentation (the "Presentation") to potential investors on March 22, 2012, and at various times thereafter. A copy of the Presentation is filed with this Form 8-K as Exhibit 99.1.

The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference.

Forward-Looking Statements

The Presentation contains forward-looking statements with respect to the financial condition, results of operation, and business of Center Bancorp, Inc. and its subsidiaries. These statements include, but are not limited to, statements that relate to, or are dependent on, estimates or assumptions relating to the prospects of loan growth, credit quality and certain operating efficiencies resulting from operations. These forward looking statements involve certain risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) competitive pressure among financial services companies may increase significantly; (2) changes in the interest rate environment may reduce interest margins; (3) general economic conditions, internationally, nationally or in the State of New Jersey, may be less favorable than expected; (4) legislation or regulatory requirements or changes may adversely affect the business in which our combined organization will be engaged; and (5) other risks detailed in our filings with the SEC may adversely impact our business.

Center Bancorp, Inc. undertakes no obligation to release revisions to these forward-looking statements or reflect events or circumstances after the date of the Presentation

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit 99.1 – Investor Presentation, to be given March 22, 2012.

SIGNATURE

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

CENTER BANCORP, INC

By: /s/ Anthony C. Weagley

Name: Anthony C. Weagley

Title: President and Chief Executive Officer

Dated: March 21, 2012

EXHIBIT INDEX

Exhibit 99.1 – Investor Presentation, to be given March 22, 2012.



Center Bancorp, INC.



Union Center

UNION CENTER NATIONAL BANK

Heart Smart Banking™

Investor Presentation

February 2012

Corporate Headquarters
2455 Morris Avenue
Union, NJ 07083

Forward-Looking Statements

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Franchise Overview



- ❖ \$1.4 billion franchise with \$934 million of core deposits in Northern New Jersey wealth markets
- ❖ 14 banking locations¹
- ❖ New management team and directors brought on board in 2007
- ❖ Focus on preserving balance sheet strength while increasing shareholder value
- ❖ High insider ownership (29.3%)

(1) 14 banking locations includes the announced acquisition of Saddle River Valley Bancorp

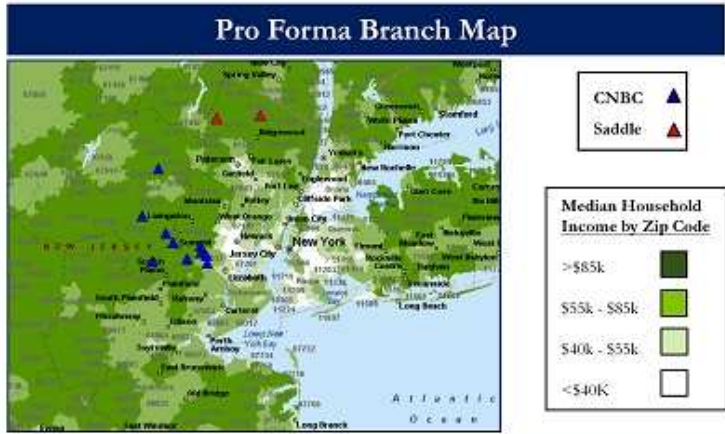
Stock Overview: CNBC

Price:	\$10.14
Dividend:	\$0.12
Current Dividend Yield:	1.18%
Market Capitalization:	\$166 million
52 Week High / Low:	\$10.98 / \$8.40
Avg. Daily Volume:	26,110 shares
2012 Consensus EPS Estimate:	\$0.93
Price / 2012 Est. EPS:	10.9x
Price/ Book:	132.8%
Price / Tangible Book:	153.7%



Acquisition of Saddle River Valley Bancorp

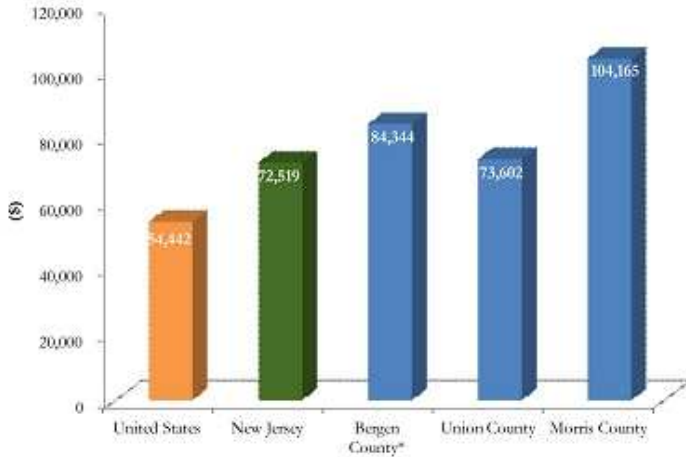
Transaction Information		Historical Financial Data		Transaction Highlights	
Date Announced:	2/1/2012	Acquiror:	Center Bancorp, Inc.	❖ Immediately accretive to EPS	❖ Day one synergies and cross-selling opportunities
Expected Close:	Q2 2012	Assets:	1,432,738 (\$000s)		
Total Deal Value:	\$ 11.0 million	Loans:	756,010		
Mixture:	100% cash	Deposits:	1,121,415		
		TCE/TA:	7.61%		
		NPAs/A:	1.04%		
Pricing Information		Target:	Saddle River Valley Bancorp	❖ Natural extension in Bergen County, New Jersey	❖ The acquisition compliments the strategic business plan of the bank to move into Northern New Jersey
DV / Tg. Book:	78.2%	Assets:	118,510 (\$000s)		
DV / Adj. Tg. Book:	90.0%	Loans:	55,284		
DV / Earnings:	NM	Deposits:	103,167		
Core Deposit Premium:	(3.1%)	TCE/TA:	11.86%		
		NPAs/A:	1.68%		



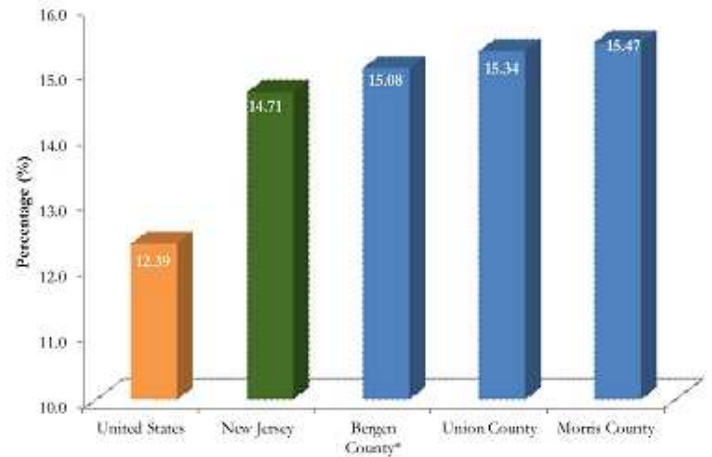
Market Opportunity

We are well positioned for growth in some of the wealthiest markets in the country

Median Household Income



2010 – 2015 Projected HH Income Change



Source: SNL Financial

*CNBC will enter Bergen County with the acquisition of Saddle River Valley Bancorp

Financial Highlights

	At or for the 12 months ending:				
	2007	2008	2009	2010	2011
Balance Sheet (\$000)					
Total Assets	1,017,645	1,023,293	1,195,488	1,207,385	1,432,738
Total Net Loans	546,506	669,949	710,895	699,577	746,408
Total Deposits	699,070	659,537	813,705	860,332	1,121,415
Total Equity	85,278	81,713	101,749	120,957	135,916
Profitability (%)					
Net Income (\$000)	3,856	5,842	3,771	7,004	13,926
ROAA	0.38	0.58	0.31	0.59	1.05
ROAE	4.09	7.03	4.02	6.30	10.73
Net Interest Margin	2.52	2.96	2.85	3.30	3.52
Efficiency Ratio	88.81	63.13	64.82	61.60	51.73
Balance Sheet Ratios (%)					
Loans/ Deposits	78.91	102.53	88.44	82.35	67.42
TCE/ TA	6.80	6.42	6.37	7.92	7.61
Tier 1 Ratio	11.65	10.20	11.43	13.28	12.00
Risk-based Capital Ratio	12.41	11.02	12.44	14.29	12.89
Asset Quality (%)					
NPAs/ Assets	0.43	0.45	1.02	1.51	1.04
NCOs/ Avg Loans	0.03	0.08	0.31	0.69	0.24
Reserves/ Gross Loans	0.94	0.92	1.21	1.25	1.27
Per Share Information (\$)					
Tangible Book Value	5.17	4.97	5.15	5.79	6.60
Dividends	0.3557	0.3600	0.1800	0.1200	0.1200
EPS	0.28	0.45	0.24	0.43	0.80

Source: SNL Financial

Short Term Initiatives

- ❖ Continue migration of balance sheet to more commercial mix
 - Increase loan to deposit ratio to 80% range
 - ❖ Build fee income
 - Enhance insurance services offered
 - Increase fees from loans
 - ❖ Continue cutting costs and decrease efficiency ratio further
 - Cut operational expenses via outsourcing
 - Focus on profitability of each branch
 - ❖ Maintain net interest margin in excess of 3.50%
 - ❖ Close transaction with Saddle River Valley Bancorp in the second quarter of 2012 and begin integration
-

Measuring Success

- ❖ Sustainable ROA in excess of 1.0%
 - Our most important measurement of success because it is driven both by margins and cost containment

 - ❖ Sustainable ROE in excess of 12.0%
 - While maintaining robust capital levels

 - ❖ Loan to deposit ratio of 80% to 90%
 - Maintain pristine credit quality
 - Preserve reserve to loan ratio greater than 1.2%
-

Roadmap to Success

- ❖ Continued focus on commercial lending – OUR CORE BUSINESS
- ❖ Focus on core deposit growth
- ❖ Expand market share
- ❖ Hire the right people in the right markets

Positioned for Success

Our deep ties in Union and Morris Counties have made us the local community bank of choice for many

Union, NJ				
Rank	Institution (ST)	Branches	Deposits in Market	
			(\$000)	Share (%)
1	Wells Fargo & Co. (CA)	28	4,751,084	27.58
2	Bank of America Corp. (NC)	26	1,767,627	10.26
3	Toronto-Dominion Bank	15	1,403,208	8.15
4	Investors Bancorp Inc (MHC) (NJ)	15	1,313,264	7.62
5	Union County Savings Bank (NJ)	4	1,205,413	7.00
6	Santander	13	813,508	4.72
7	Center Bancorp Inc. (NJ)	9	771,540	4.48
8	Hudson City Bancorp Inc (NJ)	3	754,007	4.38
9	PNC Financial Services Group (PA)	15	638,446	3.71
10	JPMorgan Chase & Co. (NY)	12	558,348	3.24
11	RSI Bancorp MHC (NJ)	2	354,067	2.06
12	New York Community Bancorp (NY)	13	303,573	1.76
13	Northfield Bancorp Inc (MHC) (NJ)	5	295,404	1.71
14	Valley National Bancorp (NJ)	11	294,796	1.71
15	Capital One Financial Corp. (VA)	3	277,214	1.61
16	Roselle Savings Bank (NJ)	2	204,705	1.19
17	Spencer Savings Bank SLA (NJ)	5	197,168	1.14
18	Community Partners Bncp (NJ)	4	173,449	1.01
19	Columbia Bank MHC (NJ)	2	166,274	0.97
20	Provident Financial Services (NJ)	2	131,607	0.76
Total For Institutions In Market		211	17,226,925	

Morris, NJ				
Rank	Institution (ST)	Branches	Deposits in Market	
			(\$000)	Share (%)
1	JPMorgan Chase & Co. (NY)	30	2,733,483	13.46
2	Hudson City Bancorp Inc (NJ)	10	2,572,263	12.67
3	Bank of America Corp. (NC)	27	2,513,232	12.38
4	Wells Fargo & Co. (CA)	17	2,320,482	11.43
5	Toronto-Dominion Bank	17	1,558,951	7.68
6	HSBC	4	1,503,360	7.40
7	PNC Financial Services Group (PA)	23	1,191,235	5.87
8	Valley National Bancorp (NJ)	19	889,562	4.38
9	Provident Financial Services (NJ)	10	777,042	3.83
10	Investors Bancorp Inc (MHC) (NJ)	7	550,606	2.71
11	Lakeland Bancorp (NJ)	10	549,339	2.71
12	Santander	11	511,863	2.52
13	Peapack-Gladstone Financial (NJ)	6	364,239	1.79
14	Fulton Financial Corp. (PA)	7	339,905	1.67
15	Capital One Financial Corp. (VA)	6	324,518	1.60
16	Center Bancorp Inc. (NJ)	3	196,883	0.97
17	Columbia Bank MHC (NJ)	2	178,963	0.88
18	Citigroup Inc (NY)	3	172,965	0.85
19	MSB Financial Corp. (MHC) (NJ)	1	153,091	0.75
20	Kearny Financial Corp. (MHC) (NJ)	3	141,981	0.70
Total For Institutions In Market		238	20,305,026	

Source: SNL Financial; Deposit data as of June 30, 2011

Positioned for Success

Our pending acquisition of Saddle River Valley Bancorp will be a stepping stone into Bergen County

Bergen, NJ				
Rank	Institution (ST)	Branches	Deposits in Market (\$000)	Market Share (%)
1	Hudson City Bancorp Inc (NJ)	25	6,103,070	15.68
2	Bank of America Corp. (NC)	53	5,830,676	14.98
3	Toronto-Dominion Bank	49	5,225,638	13.43
4	JPMorgan Chase & Co. (NY)	64	3,133,052	8.05
5	Wells Fargo & Co. (CA)	30	2,279,624	5.86
6	Valley National Bancorp (NJ)	41	2,005,867	5.15
7	PNC Financial Services Group (PA)	34	1,789,069	4.60
8	Oitani Financial Corp. (NJ)	18	1,204,398	3.09
9	Columbia Bank MHC (NJ)	14	1,185,344	3.05
10	Capital One Financial Corp. (VA)	15	952,214	2.45
11	Boiling Springs MHC (NJ)	11	943,388	2.42
12	Spencer Savings Bank SLA (NJ)	10	844,093	2.17
13	Kearny Financial Corp. (MHC) (NJ)	9	808,777	2.08
14	Citigroup Inc (NY)	7	780,344	2.00
15	NVE Bancorp MHC (NJ)	12	538,737	1.38
16	North Jersey Cmnty Bncp Inc (NJ)	6	511,832	1.31
17	Bancorp of New Jersey Inc (NJ)	7	349,905	0.90
18	Bogota Savings Bank (NJ)	3	308,691	0.79
19	Wooni Finance Holdings Co.	5	308,023	0.79
20	Lakeland Bancorp (NJ)	7	299,793	0.77
34	Center Bancorp Inc. (NJ)	2	93,505	0.24
Total For Institutions In Market		492	38,922,968	

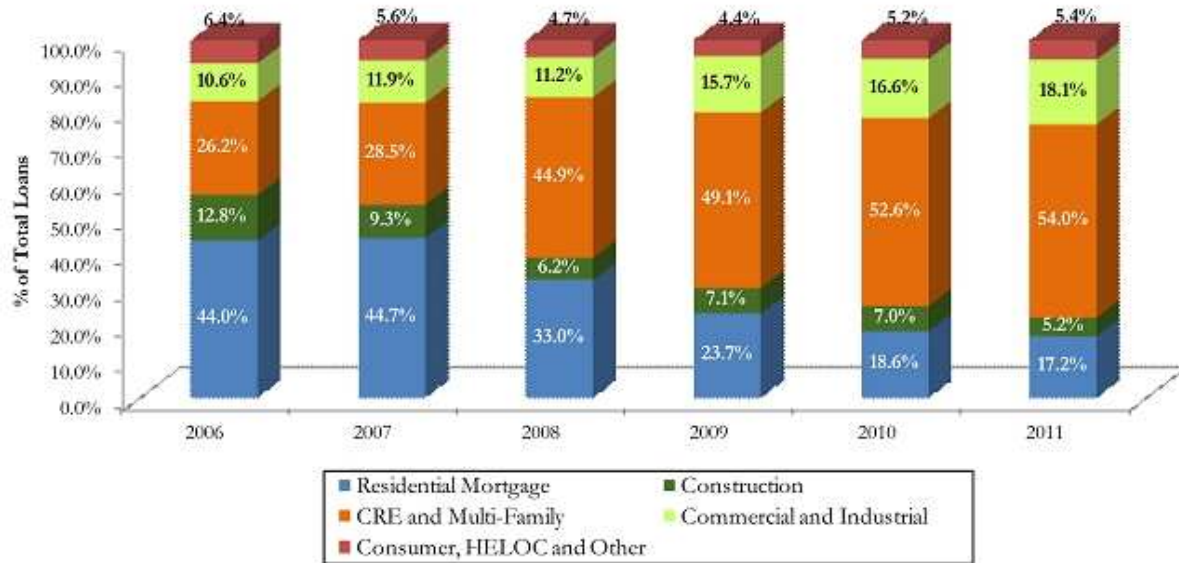
Source: SNL Financial; Deposit data as of June 30, 2011

Products and Services

- ❖ Commercial real estate “sweet spot” of \$1 million to \$5 million
- ❖ Business services, including sweep accounts, lock-box services, business lines of credit and commercial mortgages
- ❖ Deposit services for several niches – including real estate developers, attorneys and municipalities
- ❖ Continue adding new products and services

Loan Portfolio Composition

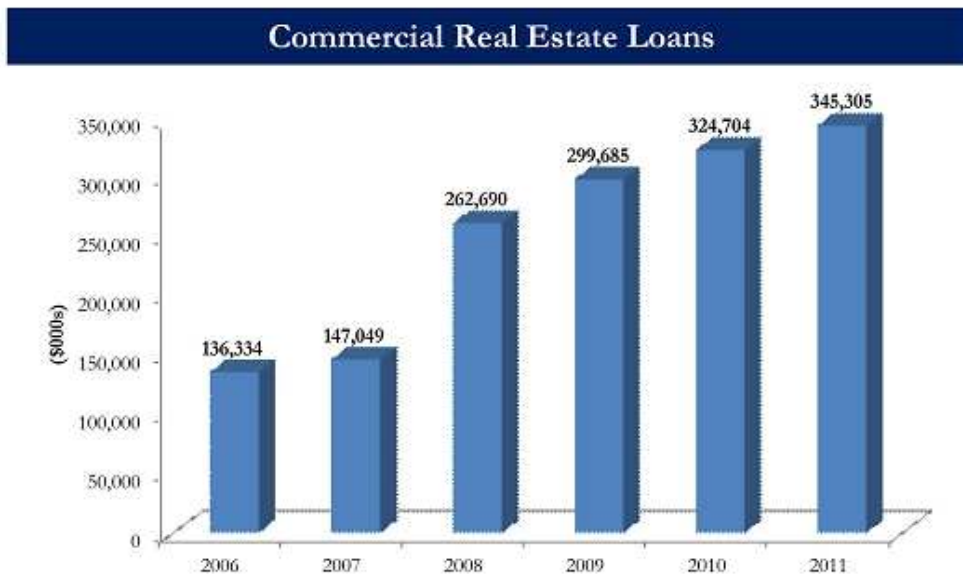
We have repositioned our loan portfolio to a commercial bank mix



Commercial Real Estate Loans

Continued focus on commercial real estate lending

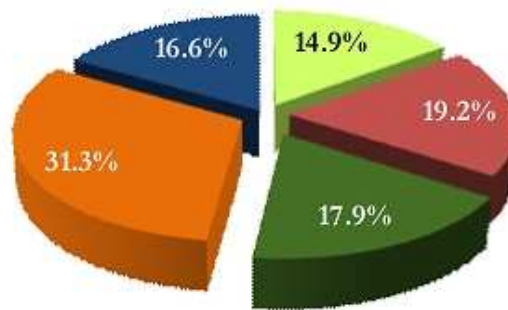
- Compound annual growth rate of **20.4%** since 2006



Deposit Composition

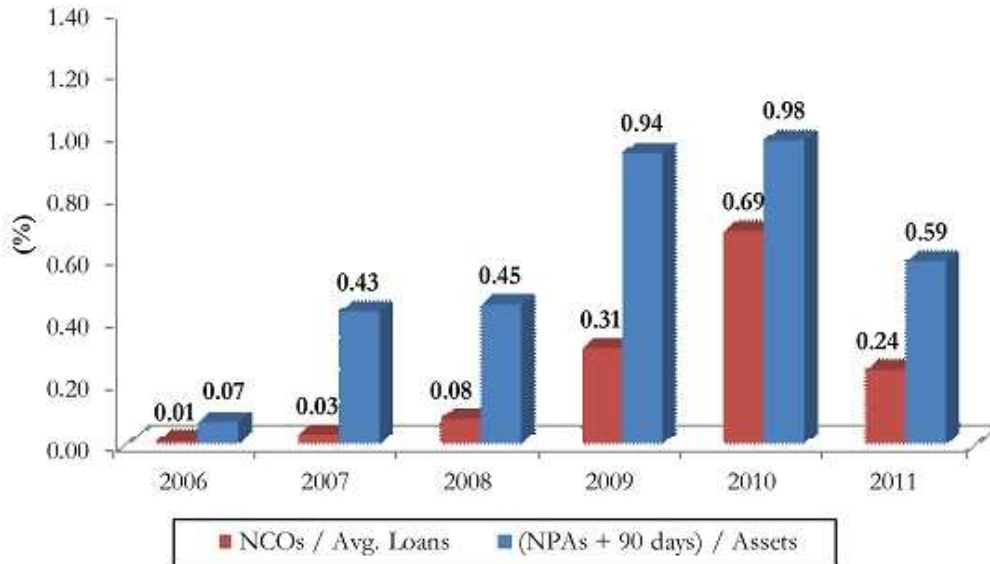
Core deposits represent approximately 83% of our total deposit base

- All branch managers and officers are required to be involved in their communities
- We continue to cultivate long-term relationships
- We hire retired members of the local communities with extensive contacts



Asset Quality

Our strong underwriting standards have enabled us to maintain clean asset quality through this economic cycle



Source: SNL Financial; Note: Renegotiated loans excluded from nonperforming loans

Results Driven Business Model

New management team has successfully repositioned the bank to build shareholder value:

- Migration of loan portfolio to commercial mix
- Growth of core deposits
- Expense reductions throughout the organization
- Increased net interest margin

Management Team

Anthony Weagley, President and Chief Executive Officer

- Over 27 years of banking experience at CNBC
- Prior to being named President and CEO, served as CFO of CNBC
- Has served in several capacities at CNBC over his career

Arthur Wein, SVP & Chief Operating Officer

- SVP & COO of CNBC since 2009
- Former VP & Business Development Officer of the Summit Region of the Bank

Vincent Tozzi, SVP & Chief Financial Officer

- Nearly 30 years of banking experience
- Former CFO of Crown Bank, NA

Mark Cardone, SVP & Branch Administrator

- Responsible for entire branch network
- Former Vice President and District Manager at Fleet Bank

Vincent Bagarozza, SVP & Chief Loan Officer

- SVP & CLO of CNBC since October 2011
- Over 35 years of commercial banking experience

Joseph Gangemi, VP, Investment Portfolio Manager & Investor Relations Officer

- Additionally serves as Corporate Secretary for both the Corporation and the Bank
- Started with CNBC in 2004

Board of Directors

Alexander A. Bol

Chairman of the Board

Owner of Alexander A. Bol A.L.A.

Raymond J. Vanaria

Vice Chairman of the Board

Partner, Malesardi, Quackenbush, Swift & Co. LLC

James Joseph Kennedy

Managing Partner, KVI Asset Management, LLC

Howard Kent

Member of Real Estate Equities Group, LLC

Nicholas Minoia

Member of Diversified Properties, LLC

Harold Schechter

Former CFO of Global Design Concepts, Inc.

Alan H. Straus

Portfolio Manager for Omega Advisors, Inc.

William A. Thompson

General Manager, Uniselect USA

Anthony C. Weagley

President and CEO of Center Bancorp, Inc.

Lawrence B. Seidman

Manager at Select Investment Funds

Center Bancorp, Inc.

Thank you for your interest in:



Corporate Headquarters
2455 Morris Avenue
Union, NJ 07083