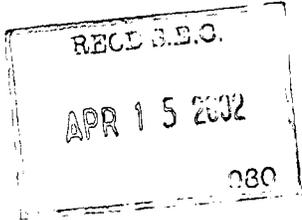


1112578

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**



Name of Offering ( check if this is an amendment and name has changed, and indicate change)

**Century Engineering, Inc.; Grant of Restricted Stock of the Company to Fifteen (15) Employees**

Filing Under (Check box(es) that apply):

Rule 504                       Rule 505

Rule 506                       ULOE

Type of Filing:                       New Filing                       Amendment

**PROCESSED**  
APR 30 2002  
THOMSON  
FINANCIAL

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A. BASIC IDENTIFICATION DATA

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1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change)

**Century Engineering, Inc.**

Address of Executive Offices  
(Number and street, city, state, zip code)      Telephone number

**32 West Road  
Towson, Maryland 21204**

**telephone 410/823-8070  
facsimile 410/823-2104**

Address of Principal Business Operations (if different from executive offices)

**SAME**

Brief Description of Business

**Consulting engineering and planning firm providing diversified services to private, governmental and industrial clients. The Company's services include transportation, shipyard and marine, environmental, mechanical, electrical, land development, geotechnical and facilities engineering, and commercial construction inspection services, principally to customers in Maryland, Delaware and West Virginia.**

Type of Business Organization

- corporation       limited partnership, already formed
- business trust       limited partnership, to be formed
- other (please specify)

Actual or Estimated Date of Incorporation or Organization:

**11**                      **96**                       actual \*

month                      year                       estimated

**\*On 12/23/96, the Company purchased the assets of the previous Century Engineering, Inc., a Maryland corporation that had been in operation since 1974, as well as the stock of that corporation's affiliates.**

Jurisdiction of Incorporation or Organization (enter two-letter U.S. Postal Service abbreviation for State; CN for Canada, FN for other foreign jurisdiction):

**MD**

2. Enter the information requested for the following:
- \* Each promoter of the issuer, if the issuer has been organized within the past five years;
  - \* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - \* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - \* Each general and managing partner of partnership issuers.

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Check boxes that apply:  promoter       beneficial owner  
 executive officer       director  
 general and/or managing partner

Full Name (last name first, if individual)

**Smyth, Francis X.**

Business or Residence Address (number and street, city state, zip code)

**Chief Executive Officer  
32 West Road  
Towson, Maryland 21204**

Check boxes that apply:  promoter       beneficial owner  
 executive officer       director  
 general and/or managing partner

Full Name (last name first, if individual)

**Johnson, James T., Sr.**

Business or Residence Address (number and street, city state, zip code)

**President  
32 West Road  
Towson, Maryland 21204**

Check boxes that apply:  promoter  beneficial owner  
 executive officer  director  
 general and/or managing partner

Full Name (last name first, if individual)

**Stratemeyer, Kenneth M.**

Business or Residence Address (number and street, city state, zip code)

**Secretary, Treasurer, Chief Financial Officer  
32 West Road  
Towson, Maryland 21204**

Check boxes that apply:  promoter  beneficial owner  
 executive officer  director  
 general and/or managing partner

Full Name (last name first, if individual)

**Jardiue, Peter F.**

Business or Residence Address (number and street, city state, zip code)

**Vice President, Mechanical & Electrical Division  
32 West Road  
Towson, Maryland 21204**

Check boxes that apply:  promoter  beneficial owner  
 executive officer  director  
 general and/or managing partner

Full Name (last name first, if individual)

**Rathfon, Scott**

Business or Residence Address (number and street, city state, zip code)

**Vice President, Dover, Delaware Operations**  
**32 West Road**  
**Towson, Maryland 21204**

Check boxes that apply:  promoter  beneficial owner  
 executive officer  director  
 general and/or managing partner

Full Name (last name first, if individual)

**Thaker, Harish P.**

Business or Residence Address (number and street, city state, zip code)

**Vice President, Transportation Division (Home Office)**  
**32 West Road**  
**Towson, Maryland 21204**

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B. INFORMATION ABOUT OFFERING

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

yes  no

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?

**NOT APPLICABLE; STOCK GRANT TO FIFTEEN (15)  
EMPLOYEES OF THE COMPANY**

\$ \_\_\_\_\_

3. Does the offering permit joint ownership of a single unit?

yes  no

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent or a broker or dealer registered with the SEC and/or with a state of states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

**NOT APPLICABLE; NO SUCH PERSONS**

Full name (last name first, if individual)

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Business or Residence Address

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

**NOT APPLICABLE; NO SUCH PERSON**

ALL STATES

\_\_AL \_\_AK \_\_AZ \_\_AR \_\_CA \_\_CO \_\_CT \_\_DE \_\_DC \_\_FL \_\_GA \_\_HI \_\_ID  
\_\_IL \_\_IN \_\_IA \_\_KS \_\_KY \_\_LA \_\_ME \_\_MD \_\_MA \_\_MI \_\_MN \_\_MS \_\_MO  
\_\_MT \_\_NE \_\_NV \_\_NH \_\_NJ \_\_NM \_\_NY \_\_NC \_\_ND \_\_OH \_\_OK \_\_OR \_\_PA  
\_\_RI \_\_SC \_\_SD \_\_TN \_\_TX \_\_UT \_\_VT \_\_VA \_\_WA \_\_WV \_\_WI \_\_WY \_\_PR

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is 0 or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 152,640.00	\$ 152,640.00
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (specify)		
Total	\$ 152,640.00	\$ 152,640.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<b>4</b>	\$ <b>55,650.00</b> <b>Note 1</b>
Non-accredited Investors	<b>11</b>	\$ <b>96,990.00</b> <b>Note 1</b>
Total (for filings under Rule 504 only)		\$ <b>152,640.00</b>

Answer also in Appendix, Column 4, if filing under ULOE.

**Note 1 to Item C.2.: Stock grant to fifteen (15) employees of the Company. Stock valued as shown in item C. 1., but no "dollar amount of purchases" is applicable.**

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offering of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504	<b>Common Stock</b>	\$ <b>152,640.00</b>
Total		\$ <b>152,640.00</b> <b>Note 1</b>

**Note 1 to Item C.3.: Regulation D offering filed 4/09/01; common stock grant to twelve (12) employees of the Company.**

4. A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer agent's fees	<input type="checkbox"/>	\$	0	
Printing and engraving costs	<input type="checkbox"/>	\$	0	
Legal fees	<input checked="" type="checkbox"/>	\$	7,000	Note 1
Accounting fees	<input checked="" type="checkbox"/>	\$	2,000	
Engineering fees	<input type="checkbox"/>	\$	0	
Sales commissions (specify				
Finders' fees separately)	<input type="checkbox"/>	\$	0	
Other expenses (identify)	<input checked="" type="checkbox"/>	\$	100	Note 2
TOTAL	<input checked="" type="checkbox"/>	\$	9,100	

**Note 1 to Item C.4.A.: Estimate of legal fees for preparation of offering documents and other securities-related advice, and also fees attributable to other elements of corporate advise related thereto.**

**Note 2 to Item C.4.A.: Filing fees for this Form D with Maryland Division of Securities.**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4a. This difference is the "adjusted gross proceeds to the issuer."

**NOT APPLICABLE; STOCK GRANT TO FIFTEEN (15) EMPLOYEES OF THE COMPANY; NO PROCEEDS**

\$ 0

5. Indicate below the amount of the adjusted gross proceeds to

the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not know, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4b above.

**NOT APPLICABLE; STOCK GRANT TO FIFTEEN (15)  
EMPLOYEES OF THE COMPANY; NO PROCEEDS**

		Payments to Officers, Directors and Affiliates	Payment to Others
Salaries and fees	<input type="checkbox"/>	\$ 0	\$ 0
Purchase of real estate	<input type="checkbox"/>	\$ 0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ 0	\$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offer- ing that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ 0	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	\$ 0

Working capital	<input type="checkbox"/>	\$	0	\$	0
Other (specify)	<input type="checkbox"/>	\$	0	\$	0
Column totals	<input type="checkbox"/>	\$	0	\$	0
Total payments listed (column totals added)	<input type="checkbox"/>	\$	0	\$	0

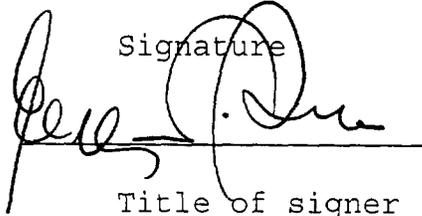
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D. FEDERAL SIGNATURE

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

**NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.**

Issuer (print or type)	Signature	Date
Century Engineering, Inc.		April 11, 2002
Name of signer (print or type)	Title of signer (print or type)	

**Ellyn L. Brown, Attorney**  
**11055 Greenspring Avenue**  
**Annex A**  
**Baltimore, Maryland 21093**  
**410/823-4200**  
[ellynbrown@brownassociates.net](mailto:ellynbrown@brownassociates.net)

**Securities Counsel**

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E. STATE SIGNATURE

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1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

yes  no

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

**NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.**

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden to establishing that these conditions have been satisfied.

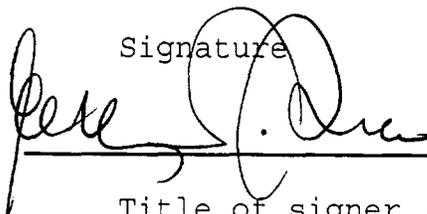
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (print or type)

Signature

Date

Century Engineering, Inc.



April 11, 2002

Name of signer  
(print or type)

Title of signer (print or type)

**Ellyn L. Brown, Attorney  
11055 Greenspring Avenue  
Annex A  
Baltimore, Maryland 21093  
410/823-4200  
ellynbrown@brownassociates.net**

**Securities Counsel**

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APPENDIX

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State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE? (If yes, attach explanation of waiver granted; Part E-Item 1)	
	YES	NO		Number of accredited investors	Amount	Number of non-accredited investors	Amount	Yes	No
AL		x		0		0			
AK		x		0		0			
AZ		x		0		0			
AR		x		0		0			
CA		x		0		0			
CO		x		0		0			
CT		x		0		0			
<b>DE</b>		<b>x</b>	<b>Common Stock \$ 31,800.00</b>	<b>1</b>	<b>\$ 15,900.00</b>	<b>2</b>	<b>\$ 15,900.00</b>		<b>NO</b>
DC		x		0		0			
FL		x		0		0			
GA		x		0		0			
HI		x		0		0			
ID		x		0		0			
IL		x		0		0			
IN		x		0		0			
IA		x		0		0			
KS		x		0		0			
KY		x		0		0			
LA		x		0		0			
ME		x		0		0			
<b>MD</b>		<b>x</b>	<b>Common Stock \$112,890.00</b>	<b>3</b>	<b>\$ 39,750.00</b>	<b>8</b>	<b>\$ 73,140.00</b>		<b>NO</b>
MA		x		0		0			
MI		x		0		0			
MN		x		0		0			
MS		x		0		0			

MO	x		0		0	
MT	x		0		0	
NE	x		0		0	
NV	x		0		0	
NH	x		0		0	
NJ	x		0		0	
NM	x		0		0	
NY	x		0		0	
NC	x		0		0	
ND	x		0		0	
OH	x		0		0	
OK	x		0		0	
OR	x		0		0	
<b>PA</b>	<b>x</b>	<b>Common Stock \$ 7,950.00</b>	<b>0</b>	<b>\$ 0.00</b>	<b>1</b>	<b>\$ 7,950.00</b>
RI	x		0		0	
SC	x		0		0	
SD	x		0		0	
TN	x		0		0	
TX	x		0		0	
UT	x		0		0	
VT	x		0		0	
VA	x		0		0	
WA	x		0		0	
WV	x		0		0	
WI	x		0		0	
WY	x		0		0	
PR	x		0		0	
<b>TTL</b>		<b>\$152,640.00</b>	<b>4</b>	<b>\$ 55,650.00</b>	<b>11</b>	<b>\$ 96,990.00</b>