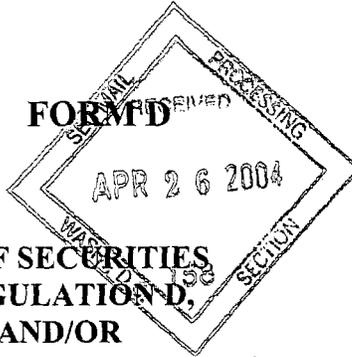


1112578

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED

MAY 03 2004

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

THOMSON FINANCIAL

Filing Under (Check box(es) that apply): [X] Rule 504 [X] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

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 (Including Area Code)

Telephone Number: (410) 823-8070

Facsimile Number: (410) 823-2104

32 West Road, Towson, Maryland, 21204

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Telephone Number: (410) 823-8070

Facsimile Number: (410) 823-2104

32 West Road, Towson, Maryland, 21204

- Each general and managing partner of partnership issuers.

Check Box(es) 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 Box(es) 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 Box(es) 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): **Senior Vice President, Treasurer, Secretary, Chief Financial Officer, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Jardieu, Peter F.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Rathfon, Scott L.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Dover, Delaware Operations, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Partner

Full Name (Last name first, if individual): **Thaker, Harish P.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Transportation Division, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Stephen, Harry C.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Ritter, Thomas A.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

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 to stock grant to fourteen (14) employees of the Company. Two employees were offered shares of common stock at a purchase price equal to \$3.23 for each share of voting common stock and \$3.11 for each share of non-voting common stock.

3. Does the offering permit joint ownership of a single unit?..... Yes No

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States) 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]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States) 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]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States) 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]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" 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	\$ _____	\$ _____
Equity	\$ 347,150	\$ 347,150
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$ 347,150	\$ 347,150

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	5	\$ 254,057.50 Note 1
Non-accredited Investors	11	\$ 93,092.50 Note 1
Total (for filings under Rule 504 only)	16	\$ 347,150.00

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

Note 1 to Item C.2: For stock grant to fourteen (14) employees of the Company, stock valued at \$3.47 for each share of voting common stock and \$3.30 for each share of non-voting common stock, but no "dollar amount of purchases" is applicable. For stock purchased by two employees, each share of voting common stock offered at \$3.23 and each share of non-voting common stock offered at \$3.11.

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 offerings 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	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504	Common Stock	\$ 98,580 Note 1
Total	_____	\$ 98,580 Note 1

Note 1 to Item C.3.: Regulation D offering filed March 7, 2003; common stock grant to fourteen (14) 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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000 Note 1
Accounting Fees	<input checked="" type="checkbox"/>	\$ 1,000 Note 2
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	\$ 100 Note 3
Total	<input type="checkbox"/>	\$ 6,100

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 advice related thereto.

Note 2 to Item C.4.A.: Estimate of accounting fees for valuation of stock in connection with issuance.

Note 3 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 4.a. This difference is the "adjusted gross proceeds to the issuer."

Not applicable to stock grant to fourteen (14) employees of the Company; no proceeds.

Adjusted gross proceeds to issuer resulting from purchase by two employees (deducting allocated portion of expenses). \$218,900

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 known, 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 4.b above.

Not applicable to stock grant to fourteen (14) employees of the Company; no proceeds.

As to adjusted gross proceeds resulting from purchase by two employees:

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ _____	[] \$ _____
Purchase of real estate	[] \$ _____	[] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[] \$ _____	[] \$ _____
Construction or leasing of plant buildings and facilities.....	[] \$ _____	[] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$ _____	[] \$ _____
Repayment of indebtedness	[] \$ _____	[] \$ _____
Working capital	[] \$ _____	[X] \$ 218,900
Other (specify): _____ _____ _____	[] \$ _____ [] \$ _____	[] \$ _____ [] \$ _____
Column Totals	[] \$ _____	[] \$ _____
Total Payments Listed (column totals added)		[X] \$218,900

D. FEDERAL SIGNATURE

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 in the Company and purchase by two employees.

Issuer (Print or Type)	Signature	Date
Century Engineering, Inc.		April , 2004

Name of Signer (Print or Type)	Title of Signer (Print or Type)
Susan D. Baker, Attorney	Counsel
111 S. Calvert Street, Suite 1400	
Baltimore, MD 21202	
(410) 783-6366 – SDBaker@niles-law.com	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

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 in the Company and purchase by two employees.

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 of 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.	<i>Susan D. Baker</i>	April 22, 2004
Name of Signer (Print or Type)	Title (Print or Type)	
SUSAN D. BAKER	Counsel	

HI								
ID								
IL								
IN								
IA								
KS								
KY								
LA								
ME								
MD	X	Common Stock \$289,600	4	\$233,747.50	8	\$55,852.50		No
MA								
MI								
MN								
MS								
MO								
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA	X	Common Stock \$6,770			1	\$6,775		No
RI								
SC								
SD								
TN								
TX								
UT								
VT								
VA								
WA								

WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 04/22/2004