

1ST CONSTITUTION BANCORP  
Form 8-K  
March 24, 2006

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 23, 2006**

**1<sup>st</sup> CONSTITUTION BANCORP**

(Exact Name of Registrant as Specified in Charter)

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| <b>New Jersey</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>000-32891</b><br>(Commission File Number) | <b>22-3665653</b><br>(I.R.S. Employer<br>Identification Number) |
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| <b>2650 Route 130 P.O. Box 634, Cranbury, New Jersey</b><br>(Address of Principal Executive Offices) | <b>08512</b><br>(Zip Code) |
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Registrant's telephone number, including area code **(609) 655-4500**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 1.01 Entry into Material Definitive Agreement.**

On March 23, 2006, the Board of Directors (the **Board**) of Constitution Bancorp (the **Company**) approved an amendment and restatement (the **Amendment**) of the Company's Directors' Insurance Plan (the **Plan**), effective as of June 16, 2005. The Board amended the Plan pursuant to Section 5 of the Plan.

The Amendment changes the eligibility requirements of the Plan to authorize the Board to permit any non-employee

director of the Company and/or of 1st Constitution Bank (the Bank ) to participate in the Plan. The Plan had previously allowed only participation by non-employee members of the Board or of the Bank's Board of Directors on the effective date of the Plan and non-employee members of the Board or the Bank's Board of Directors who have completed ten years of service as a member of the applicable Board of Directors.

A copy of the Amendment is attached hereto as Exhibit 10.

**Item 9.01. Financial Statements and Exhibits.**

*c. Exhibits.*

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| 10 | Amended and Restated 1 <sup>st</sup> Constitution Bancorp<br>Directors Insurance Plan, effective as of June 16,<br>2005. |
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**SIGNATURES**

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.

**1<sup>ST</sup> CONSTITUTION BANCORP**

Date: March 24, 2006

By: /s/ Joseph M. Reardon  
Name: Joseph M. Reardon  
Title: Senior Vice President and Treasurer