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SLADES FERRY BANCORP
Form DEF 14A
April 17, 2006

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant [X]
Filed by a party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

SLADE'S FERRY CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

April 10, 2006

Dear Shareholder,

You are cordially invited to attend the Annual Meeting of Shareholders of Slade's Ferry Bancorp. to be held on Wednesday, May 17, 2006 at 10:00 a.m. at the Advanced Technology and Manufacturing Center (ATMC), 151 Martine Street, Fall River, Massachusetts 02723.

The attached Notice of Annual Meeting and Proxy Statement describe the formal business that we will transact at the annual meeting. In addition to the formal items of business, management will report on the operations and activities of Slade's Ferry Bancorp., and you will have an opportunity to ask questions.

The Board of Directors of Slade's Ferry Bancorp. has determined that a vote for the election of each of the nominees as directors is in the best interests of Slade's Ferry Bancorp. and its shareholders and unanimously recommends a vote "FOR" each of the nominees.

Please complete, sign and return the enclosed proxy card promptly, whether or not you plan to attend the annual meeting. Your vote is important regardless of the number of shares you own. Voting by proxy will not prevent you from voting in person at the annual meeting but will assure that your vote is counted if you cannot attend.

On behalf of the Board of Directors and the employees of Slade's Ferry Bancorp., we thank you for your continued support and look forward to seeing you at the annual meeting.

Sincerely,

/s/ Mary Lynn D. Lenz

Mary Lynn D. Lenz
Interim Chair of the Board,
President and Chief Executive Officer

SLADE'S FERRY BANCORP., 100 Slades Ferry Avenue, Somerset, Massachusetts 02726
TEL (508) 675-2121 *** FAX (508) 675-1751 *** www.sladesferry.com

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SLADE'S FERRY BANCORP.
100 Slades Ferry Avenue
Somerset, Massachusetts 02726
(508) 675-2121

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date: Wednesday, May 17, 2006
Time: 10:00 a.m., Eastern Time
Place: Advanced Technology and Manufacturing Center (ATMC)
151 Martine Street
Fall River, Massachusetts 02723

At our 2006 annual meeting, we will ask you to:

1. Elect three Class Two Directors, each to hold office for a term set to expire in 2009.
2. Transact any other business as may properly be brought before the annual meeting or any adjournment thereof.

You may vote at the annual meeting if you were a shareholder of Slade's Ferry Bancorp. at the close of business on March 17, 2006, the record date. Shareholders who are unable to be present personally may attend the meeting by proxy. Such shareholders are requested to date, sign, and return the enclosed proxy card, which may be revoked at any time before it is voted.

By Order of the Board of Directors,

/s/ Peter G. Collias

Peter G. Collias, Clerk/Secretary

Somerset, Massachusetts
April 10, 2006

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You are cordially invited to attend the annual meeting. It is important that your shares be represented regardless of the number of shares you own. The Board of Directors urges you to sign, date and mark the enclosed proxy card promptly and return it in the enclosed envelope. Returning the proxy card will not prevent you from voting in person if you attend the annual meeting.

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SLADE'S FERRY BANCORP.
100 Slades Ferry Avenue
Somerset, Massachusetts 02726
(508) 675-2121

PROXY STATEMENT
FOR THE
2006 ANNUAL MEETING OF SHAREHOLDERS
May 17, 2006

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GENERAL INFORMATION

GENERAL

Slade's Ferry Bancorp. is a Massachusetts corporation that is registered as a bank holding company and owns all of the capital stock of Slade's Ferry Trust Company. The term "annual meeting," as used in this Proxy Statement, includes any adjournment or postponement of such meeting.

We have sent you this Proxy Statement and enclosed proxy card because the Board of Directors is soliciting your proxy to vote at the annual meeting. This Proxy Statement summarizes the information you will need to know to cast an informed vote at the annual meeting. You do not need to attend the annual meeting to vote your shares. You may simply complete, sign and return the enclosed proxy card and your votes will be cast for you at the annual meeting. This process is described below in the section entitled "Voting Rights."

We began mailing this Proxy Statement, the Notice of Annual Meeting and the enclosed proxy card on or about April 10, 2006 to all shareholders entitled to vote. If you owned common stock of Slade's Ferry Bancorp. at the close of business on March 17, 2006, the record date, you are entitled to vote at the annual meeting. On the record date, there were 4,150,248 shares of common stock outstanding.

QUORUM

A quorum of shareholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of the outstanding shares of common stock entitled to vote are represented in person or by proxy at the annual meeting, a quorum will exist. We will include proxies marked as abstentions and broker non-votes to determine the number of shares present at the annual meeting.

VOTING RIGHTS

You are entitled to one vote at the annual meeting for each share of the common stock of Slade's Ferry Bancorp. that you owned as of the close of business on March 17, 2006, the record date. The number of shares you own (and may vote) is listed at the top of the back of the proxy card.

You may vote your shares at the annual meeting in person or by proxy. To vote in person, you must attend the annual meeting and obtain and submit a ballot, which we will provide to you at the annual meeting. To vote by proxy, you must complete, sign and return the enclosed proxy card. If you properly complete your proxy card and send it to us in time to vote, your "proxy" (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares "FOR" the election of each of the nominees named on the proxy card as directors.

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If any other matter is properly presented at the annual meeting, your proxy will vote the shares represented by all properly executed proxies on such matters as a majority of the Board of Directors determines. As of the date of this Proxy Statement, we know of no other matters that may be presented at the annual meeting, other than the proposal listed in the Notice of Annual Meeting.

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VOTE REQUIRED

Proposal 1: Election of Class Two Directors The nominees for director who receive the most votes will be elected. So, if you do not vote for a nominee, or you indicate "withhold authority" for any nominee on your proxy card, your vote will not count "for" or "against" the nominee. You may not vote your shares cumulatively for the election of director nominees.

EFFECT OF BROKER NON-VOTES

If your broker holds shares that you own in "street name," the broker may vote your shares on the proposal listed above even if the broker does not receive instructions from you. If your broker does not vote on a proposal, this will constitute a "broker non-vote." Here is the effect of a "broker non-vote:

- * Proposal 1: Election of Class Two Directors. A broker non-vote would have no effect on the outcome of this proposal because only a plurality of votes cast is required to elect a director.

REVOKING YOUR PROXY

You may revoke your grant of proxy at any time before it is voted by:

- * filing a written revocation of the proxy with our Clerk/Secretary;
- * submitting a signed proxy card bearing a later date; or
- * attending and voting in person at the annual meeting, but you also must file a written revocation with the Clerk/Secretary of the annual meeting prior to the voting.

If your shares are not registered in your own name, you will need appropriate documentation from your shareholder of record to vote personally at the annual meeting. Examples of such documentation include a broker's statement, letter or other document that will confirm your ownership of shares of Slade's Ferry Bancorp.

SOLICITATION OF PROXIES

The expenses of this solicitation, including the costs of preparing and mailing this Proxy Statement and accompanying material, will be borne by Slade's Ferry Bancorp. Regular employees of Slade's Ferry Bancorp. or Slade's Ferry Trust Company may solicit proxies in person, by mail, or by telephone, but no employee will receive any compensation for solicitation activities in addition to his or her regular compensation. In addition, we have engaged Georgeson Shareholder to solicit proxies on our behalf for a fee of \$5,000 plus reasonable out-of-pocket expenses. Expenses may also include the charges and expenses of brokerage houses, nominees, custodians, and fiduciaries for forwarding proxies and proxy materials to beneficial owners of shares.

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OBTAINING AN ANNUAL REPORT ON FORM 10-K

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If you would like an additional copy of our Annual Report on Form 10-K and audited financial statements for the fiscal year ended December 31, 2005, we will send you one (without exhibits) free of charge. Please write to Deborah A. McLaughlin, Executive Vice President, Chief Financial Officer, Chief Operations Officer and Treasurer, Slade's Ferry Bancorp., 100 Slades Ferry Avenue, Somerset, Massachusetts 02726.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the shares of Slade's Ferry Bancorp.'s common stock beneficially owned by each director and nominee for director, by each named executive officer identified in the Summary Compensation Table included elsewhere in this Proxy Statement and by all executive officers and directors as a group as of March 17, 2006. We know of no person who beneficially owned more than 5% of the outstanding shares of our common stock as of as of March 17, 2006 based upon filings with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended. For purposes of the table below, in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, a person is deemed to be the beneficial owner, for purposes of any shares of common stock: (1) over which he or she has or shares, directly or indirectly, voting or investment power; or (2) of which he or she has the right to acquire beneficial ownership at any time within 60 days after March 17, 2006. As used in this Proxy Statement, "voting power" is the power to vote or direct the voting of shares, and "investment power" includes the power to dispose or direct the disposition of shares.

| Name of Beneficial Owner ----- | Amount and Nature of Beneficial Ownership ----- | Percent of Class ----- |
|---|---|---------------------------|
| Peter G. Collias, Director | 24,869(1) | * |
| Anthony F. Cordeiro, Director | 30,284(2) | * |
| Scott W. Costa, Director | 5,100 | * |
| Paul C. Downey, Director | 6,000(3) | * |
| Melvyn A. Holland, Director | 12,897(4) | * |
| Mary Lynn D. Lenz, Director, Interim Chair, President and Chief Executive Officer | 26,504(5) | * |
| Jean F. MacCormack, Director | 50 | * |
| Francis A. Macomber, Director | 123,418(6) | 2.97 |
| Deborah A. McLaughlin, Executive Vice President, Chief Financial Officer, Chief Operations Officer and Treasurer | 7,432(7) | * |

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| | | |
|---|-------------|------|
| Joan Parkos Moran, Director | 1,075 | * |
| Majed Mouded, MD, Director | 75,647 (8) | 1.82 |
| Shaun O'Hearn, Sr., Director | 25,902 (9) | * |
| Lawrence J. Oliveira, DDS, Director | 49,133 (10) | 1.18 |
| Carl Ribeiro, Director | 3,500 (11) | * |
| William J. Sullivan, Director | 53,859 (12) | 1.34 |
| Manuel J. Tavares, Senior Vice President | 12,245 (13) | * |
| David F. Westgate, Director, Vice Chair | 16,859 (14) | * |
| All Executive Officers and Directors as a Group (17 persons) | 471,275 | - |