

1ST CONSTITUTION BANCORP  
Form 8-K  
October 22, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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)

**October 18, 2007**

**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>(IRS 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:

- 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 (17CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.**

On October 18, 2007, the Board of Directors of 1<sup>st</sup> Constitution Bancorp (the “Company”) approved an amendment to Sections 1 and 2 of Article IV of the by-laws of the Company (the “By-laws”), effective immediately, to expressly provide that the Company may issue shares of its common stock in uncertificated or book-entry form and to make certain additional conforming changes to the By-laws.

A conformed copy of the By-laws, as amended, is filed herewith as Exhibit 3(ii)(A). A copy of the amendment to the By-laws is filed herewith as Exhibit 3(ii)(B) and is incorporated herein by reference.

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

(d) *Exhibits.*

Exhibit 3(ii)(A) By-laws of 1st Constitution Bancorp, as amended (conformed copy)

Exhibit 3(ii)(B) 1st Constitution Bancorp Amendment No. 2 to By-laws

**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: October 22, 2007

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

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**EXHIBIT INDEX**

Exhibit No. Title

Exhibit 3(ii)(A) By-laws of 1<sup>st</sup> Constitution Bancorp, as amended (conformed copy)

Exhibit 3(ii)(B) 1<sup>st</sup> Constitution Bancorp Amendment No. 2 to By-laws

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