

**BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
Washington, D.C. 20551**

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): May 19, 2011

The Connecticut Bank and Trust Company

(Exact Name of Registrant as Specified in its Charter)

Connecticut

90-0115348

(State or other jurisdiction
of incorporation)

(I.R.S. Employer
Identification No.)

58 State House Square, Hartford, Connecticut

06103

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(860) 246-5200

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 19, 2011, The Connecticut Bank and Trust Company (the “Bank”) held its Annual Meeting of Shareholders (the “Annual Meeting”). The Bank’s shareholders approved two proposals detailed in the Bank’s Proxy Statement. The proposals voted on by the shareholders at the Annual Meeting were as follows:

1. The election of four Class I directors to serve for terms of three years.

Nominee	For	%	Withheld	%	Broker Non-Votes
Giorgio, P. Anthony	2,072,309	99.7	5,900	0.3	0
Kerensky, Solomon	2,074,809	99.8	3,400	0.2	0
Krapek, Karl J.	2,074,809	99.8	3,400	0.2	0
Schulz, Philip J.	2,074,809	99.8	3,400	0.2	0

2. The nonbinding approval of the compensation of the Bank’s named executive officers as determined by the Compensation Committee.

	For	%	Against	%	Abstain	Broker Non-Votes
Nonbinding approval of compensation of named executive officers	1,782,596	99.5	9,656	0.5	285,957	0

Item 7.01. Regulation FD Disclosure.

At the Annual Meeting of the Bank held on May 19, 2011, David Lentini, the Bank’s Chief Executive Officer, gave a presentation which included remarks about the Bank’s current financial condition and its future plans. The text of Mr. Lentini’s prepared remarks and the related presentation is included as Exhibit 99.1 of this Current Report on Form 8-K and is incorporated herein by reference.

Statements contained in this Current Report, which are not historical facts, may be considered forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated, due to a number of factors which include without limitation the effects of future economic conditions, governmental fiscal and monetary policies, legislative and regulatory changes, changes in the interest rates, the effects of competition, and other factors that could cause actual results to differ materially from those provided in any such forward-looking statements. The Bank undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances that occur after the date on which such statement is made or to reflect the occurrence of unanticipated events.

The information in this report is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act. By filing this Current Report on Form 8-K and furnishing this information, the Bank makes no admission as to the materiality of any information in this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>	<u>Method of Submission</u>
99.1	Prepared remarks of David A. Lentini presented at the May 19, 2011 annual shareholders meeting	Furnished
99.2	Related presentation at the May 19, 2011 annual shareholders meeting	Furnished

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.

THE CONNECTICUT BANK AND TRUST COMPANY

By: /s/ Paul A. Granato
Name: Paul A. Granato
Title: Chief Financial Officer

Date: May 23, 2011

EXHIBIT INDEX

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Prepared Remarks of David A. Lentini, President of The Connecticut Bank and Trust Company

Delivered at the May 19, 2011 Annual Meeting of Shareholders

When last I stood before you, I spoke of our plan for the rest of 2010 in the midst of the worst recession in the last 80 years.

That plan was to grow the Bank's footings – control expenses – add core deposits and, hopefully, make some money. Let's take a look at the numbers –

Assets

The Bank grew about \$14 million to \$274 million last year, up a modest 5.4%.

Deposits

Deposits grew by about 6% to \$214 million and that \$14 million increase matches the growth in the balance sheet.

Our efforts here were to move to more core deposits and let higher priced CD type money roll out of the Bank. You will note that core deposits now comprise over 75% of total deposits up from 60% over last year.

Core deposits are basically defined as checking, money market and lower dollar CDs. These types of accounts are the hardest to acquire for new banks, like CBT, and our success in this regard indicates our growing acceptance in the marketplace.

Loans

We had plenty of money to fund loan growth and loan assets grew by \$23 million and finished at \$224 million – that's about an 11% gain over 2009.

It is interesting to note that we actually closed over \$46 million in loans which is a strong indicator that we continue to be the Bank of choice for many small businesses in our area.

Net Interest Income

Another indicator of our progress is our Net Interest Income which crossed the \$10 million mark in 2010. This was an increase of \$1.4 Million and 15.8% over 2009.

Net Income

Our net income in 2010 was \$560,000 – an increase of \$203,000 over 2009. We are still not putting up the kind of net income we would like due to our continuing need to add to reserves for possible loan losses in this economy.

Provisions for Loan Loss Reserve

Unfortunately, the United States and our region, in particular, have had a painfully slow recovery from the depths of the recession – so slow in fact that some contend that the recession is still at hand.

Unemployment is at about 9% (much more than that if we count those people who have stopped looking for work). Real Estate values, both in consumer and commercial properties, have declined and not recovered. Home sales, both for new and existing houses, have only recovered a tiny amount. Consumer confidence is still pretty low. Add to all this a general uncertainty over health care costs and you get a Connecticut Small Business Community under some stress.

This general duress has caused us to stay on the defensive and to continue to add more than normal amounts to the loan loss reserve.

St. Francis

Despite our challenges, the Company continues to make forward progress.

2010 saw us open our eighth branch office – located right at the main entrance and inside St. Francis Hospital. This location has been a huge success for us since the day it opened – Just the other day I took a peek at our deposits and they totaled over \$19.2 million: 21 medical practices representing over 175 doctors have already moved their accounts to us in just the last nine months.

First Quarter

Our conservative approach to grow the balance sheet was also evident in the first quarter.

Assets

At \$274 million, asset size remained steady on March 31st as compared to year end.

Deposits

Deposits overall declined about a million dollars at the end of the quarter as we continued to run off some higher rate products. Noninterest-bearing deposits grew about \$2 million during the period. Big Time Checking – our product that allows our customers to achieve a higher rate of interest on deposit amounts up to \$50,000 – has proven very popular. Recently, balances in

these accounts went over the \$10 million mark. Keep in mind, these customers tend to open other deposit accounts which help us broaden our reach in the marketplace.

Margin

Our efforts towards building an overall lower costs of deposits was instrumental in our achieving a net interest margin of 3.86% during the period. There are not a lot of Connecticut banks that beat us in that category.

Loans

Loans Outstanding declined by \$2.4 million as we had two fairly large pay-offs toward the end of the quarter.

Nonperforming loans increased about \$2 million to \$10.8 million. Just a little about our problem loans. There are only twelve relationships represented in this total. Four separate situations represent about 80% of these dollars. We believe we have resolved one of the four already, another is close to resolution and continue to work to bring the others to a successful conclusion. You should also know that \$2.7 million of these problem loans are guaranteed by government agencies.

Income

Net Income for the quarter was \$806,000. The largest component of this was a \$700,000 conversion of tax benefits. We have been carrying over \$5 million of these tax benefits for some time and as we have been profitable for the last two years, we are now able to start bringing some of these dollars to the income statement. As our situation permits, we will convert more of this asset in the years to come.

CBT Foundation

Community Banks have a long history of helping the towns and cities they serve by contributing time, effort and dollars to worthy causes. CBT, from its inception, has reached out to help the communities we serve in a myriad of ways. Our people serve as Trustees and Directors of many worthwhile organizations. We also volunteer many hours to charitable causes to help make a difference in people's lives. We set up the CBT Charitable Foundation when we opened back in 2004 to financially help those in need. A few we have assisted in the last year:

Connecticut Science Center
First Night Hartford
Greater Hartford Arts Council
The House of Bread
Open Hearth

Various Schools in the Communities we serve and
the Chambers of Commerce in the towns we serve.

Today I want to spend a moment about an organization doing fabulous work in the Hartford area.

My Sisters' Place

My Sisters' Place is dedicated to helping women, families and others by supporting their move to permanent housing. Their services are many but I wanted to highlight a couple.

They provide previously homeless women and their children with apartments (18, I believe) where they can stay safely for up to two years. Case managers work with these women on issues such as employment, day care, life skills and education with the obvious goal of getting them back to permanent housing and integrated as part of the community. They also make available 30 affordable one bedroom apartments for single men and women who can afford to carry their own lease payments.

The My Sisters' Place organization, acknowledging a greater need for housing for families in need, is constructing the Sue Ann Shay Place apartments. These 34 units are under construction next to their existing facility. When completed, it can potentially house 50 adults and 60 children.

CBT, through its Foundation, is proud to announce that it will contribute enough to completely furnish one of these units. We hope through our example that others will come forth as well, to help this worthy cause.

With us today is:

 Diane Paige' Blondet – Executive Director
And Robert Dunbar – V.P. of Development

Please stand and be recognized –

A Look Ahead

Let me conclude my remarks by saying that I remain optimistic about our Company going forward. We are the right bank, in the right communities, offering much needed commercial and consumer loans in a State that really needs it.

A great mistrust and even anger by the public in gigantic financial institutions is very prevalent today – and very helpful to us. Most people know who brought this ugly recession down upon us. People are also looking for more service and less fees-----CBT delivers on both counts.

It is my hope and our plan to have more profitability from operations than in 2010. As in the past few years, our results going forward will depend on the state of the economy and whether we can avoid outsize additions to our reserves. Predicting those needs is still difficult as we haven't seen consistent positive trends in the local economy. Clouding the future a little more is our politicians' decision to significantly increase taxes in our State.

I was speaking with my neighbor over this past weekend and she remarked how some of her perennials hadn't blossomed as yet, due to the nasty winter. I couldn't help but think as I walked back to our house that CBT hasn't reached its stride yet either due to this nasty recession. But --- account by account---loan by loan ----we are making great progress----keep in mind that we are still Connecticut's fastest growing commercial bank ever-----so we are getting where we want to be----a little slower than we would like---but we are definitely getting there.....

Now, I will open the floor to questions but first let me answer one question that I had received earlier today – and that was – Would CBT ever consider a merger or partnership with another bank?

I guess the best way to answer the question is to say, yes, ---- the Directors and Executive Management have a fiduciary responsibility to shareholders to create value – if something came along which offered us the possibility to create more value in the long run than we could create on our own independently – we certainly would consider that option.

Questions

*WELCOME TO THE 2011 SHAREHOLDERS'
MEETING*



Different. Bank on it.

Board of Directors

David A. Lentini, Chairman

Geno Auriemma

Karl J. Krapek

Frank A. Falvo

Joan L. Rusconi

P. Anthony Giorgio

Philip J. Schulz

John A. Green

Peter D. Shapiro

Anson C. Hall

J. Brian Smith

Solomon Kerensky

John M. Watkins, Jr.

Executive Officers

Anson Hall

- President & Chief Operating Officer

Deb Davis

- EVP & Chief Information Officer

Lyle Fulton

- EVP & Chief Lending Officer

Paul Granato

- Chief Financial Officer /Treasurer

Legal Counsel & External Auditors

Rob Taylor

- Partner, Day Pitney, LLP

Martin Caine

- Member of the Firm, Wolf & Company, P.C.

WELCOME TO THE 2011 SHAREHOLDERS' MEETING



Different. Bank on it.

DISCLAIMER

Caution concerning forward-looking statements

Statements contained in this presentation, which are not historical facts, may be considered forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated, due to a number of factors which include, without limitation, the effects of future economic conditions, governmental fiscal and monetary policies, legislative and regulatory changes, changes in the interest rates, the effects of competition, and other factors that could cause actual results to differ materially from those provided in any such forward-looking statements.

Review of Our 2010 Goals

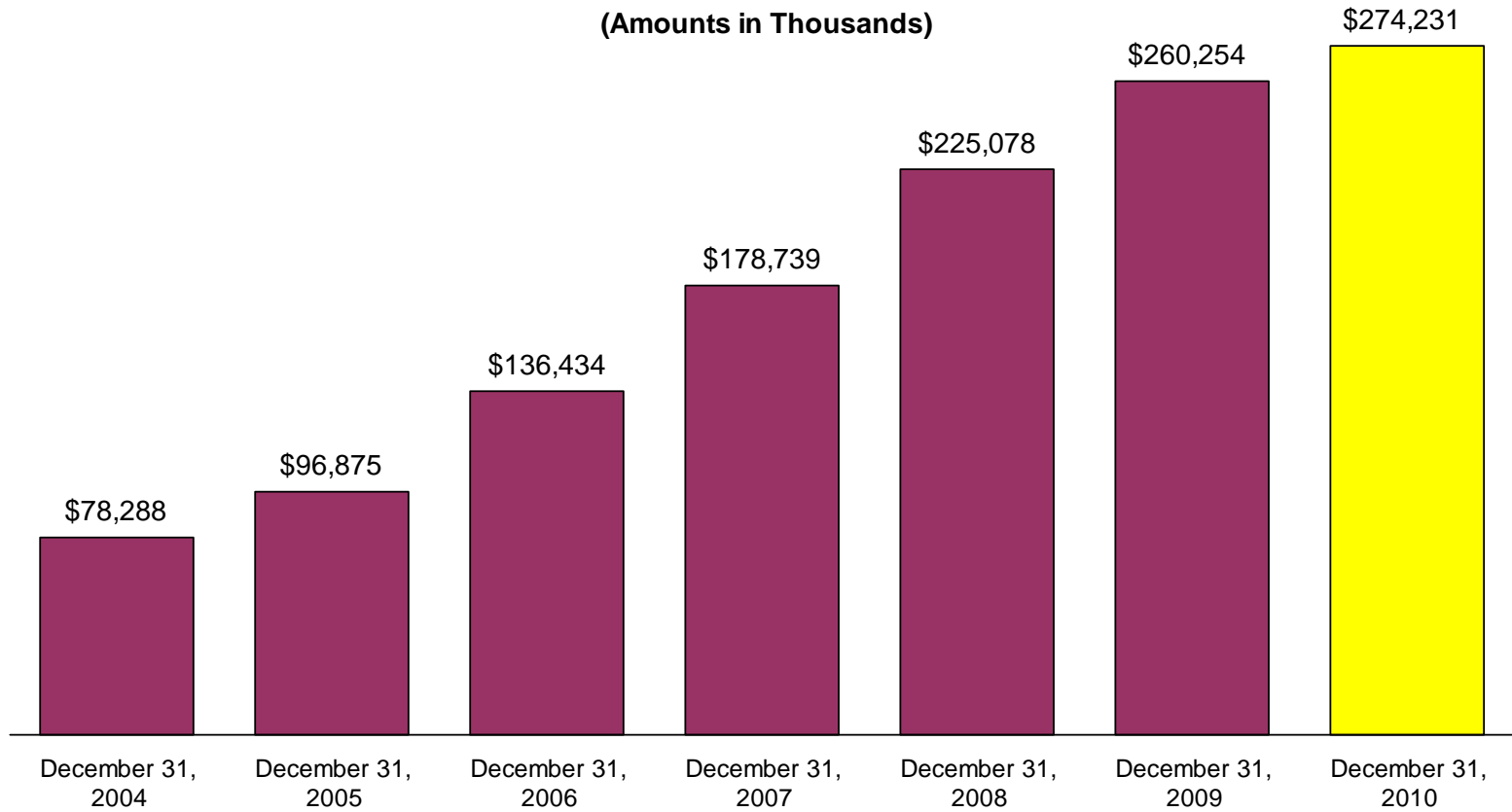
Carefully Grow the Bank's Footings

Control Expenses

Add Core Deposits

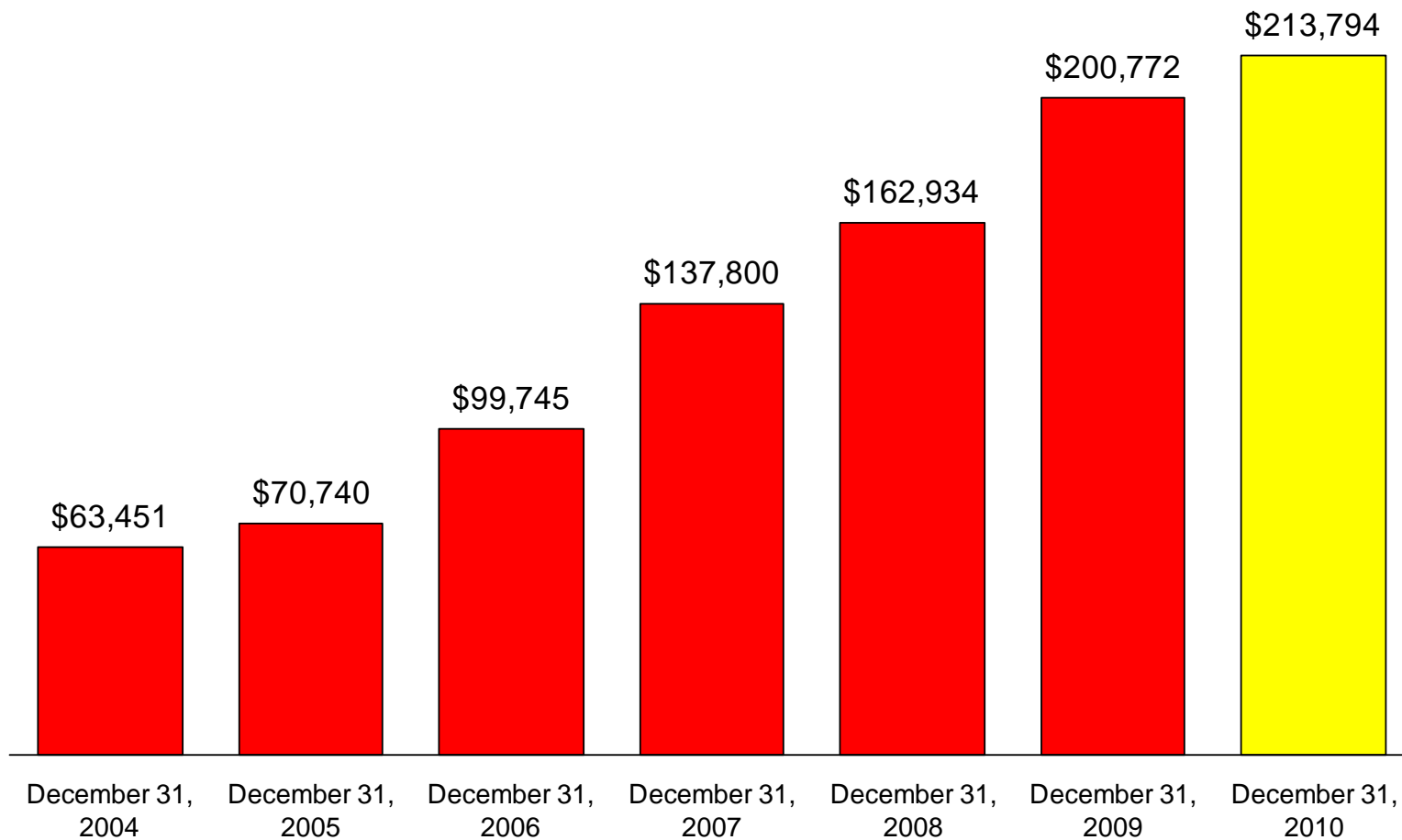
Earn a Profit

Assets



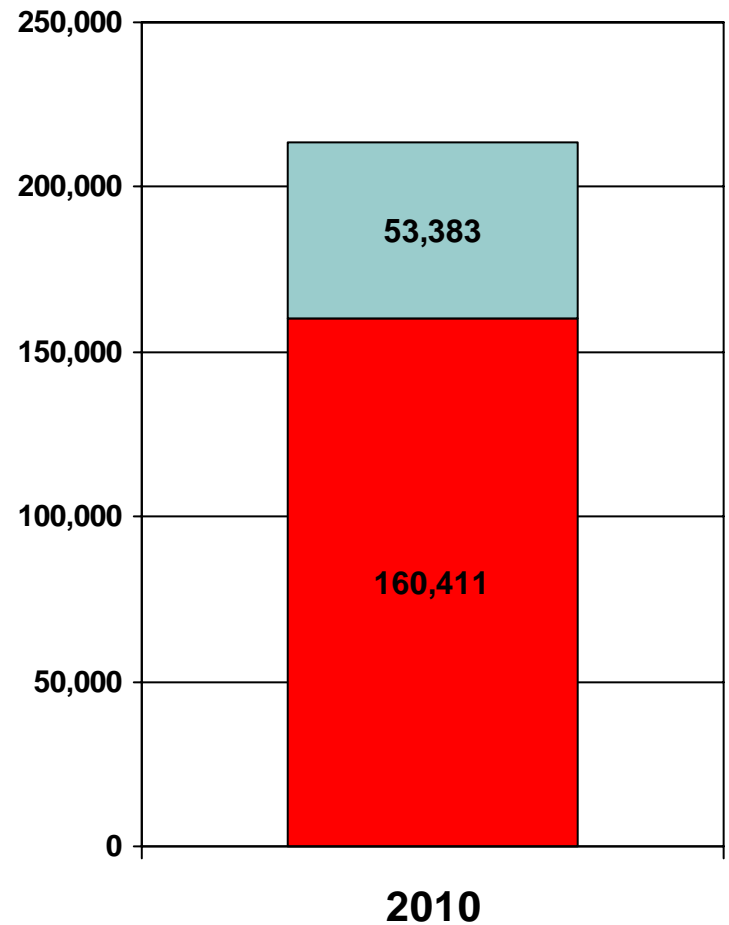
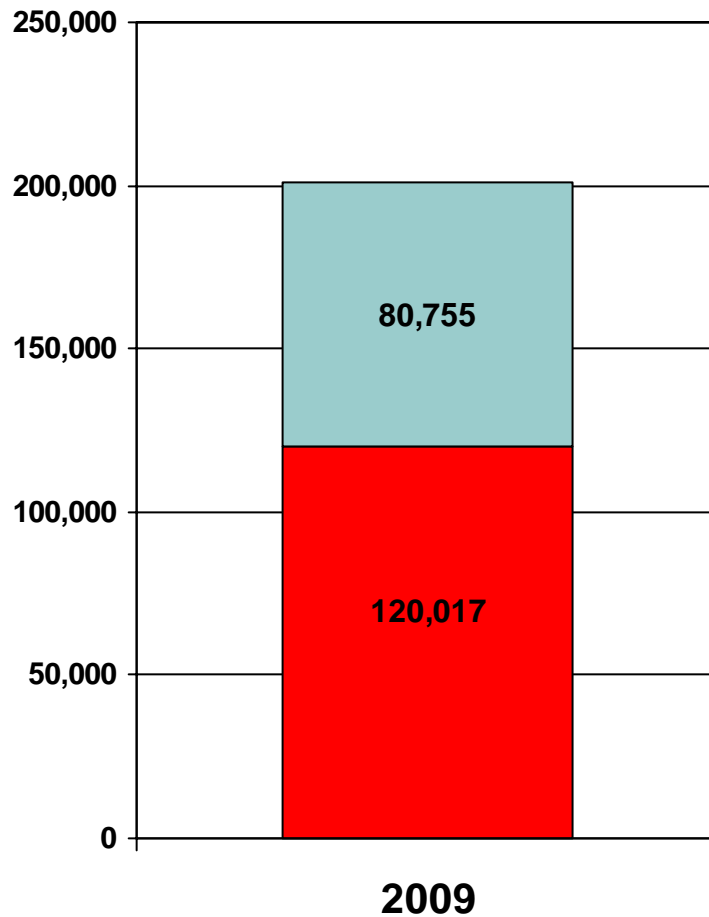
Deposits

(Amounts in Thousands)

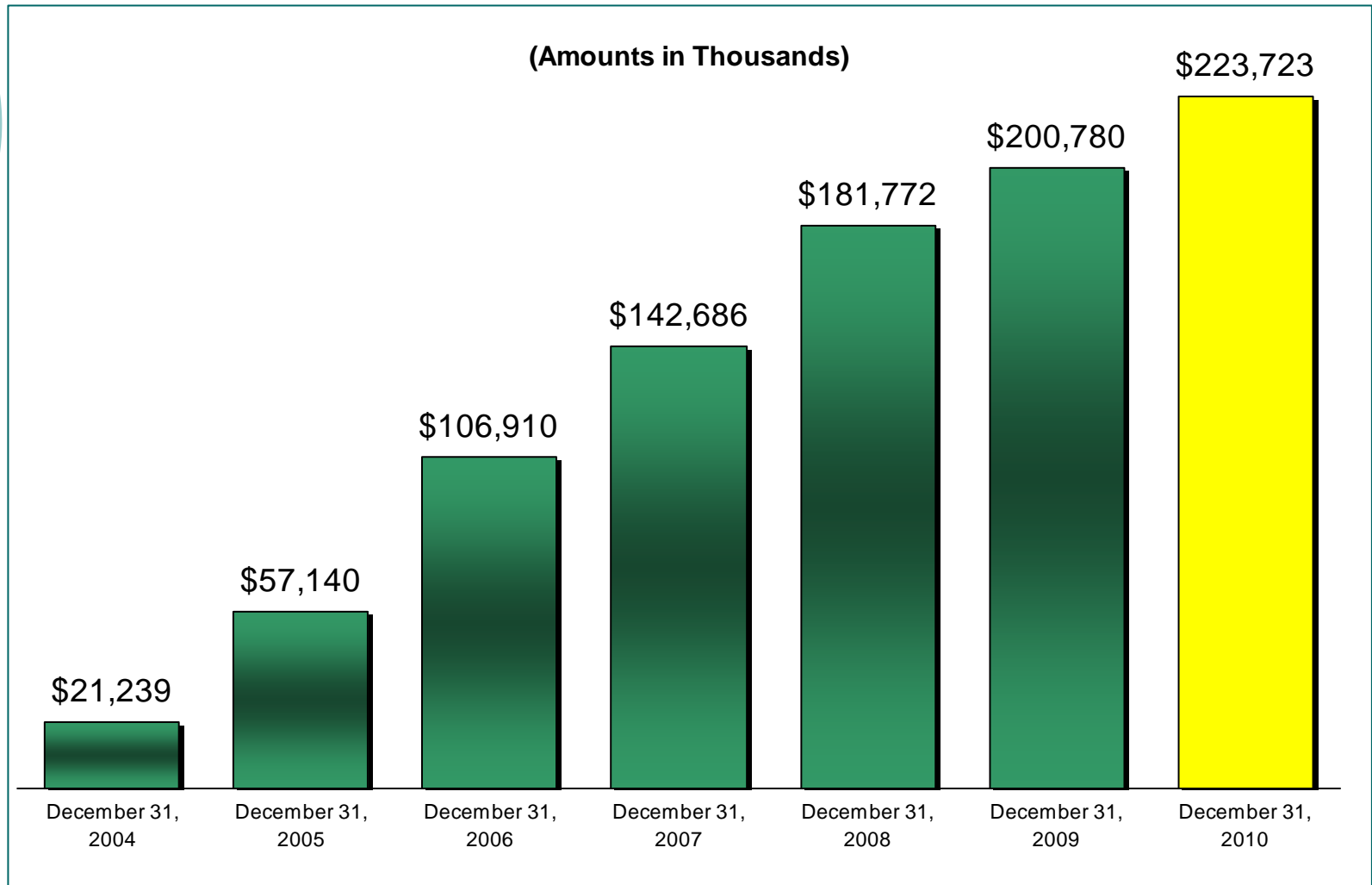


Core Deposits

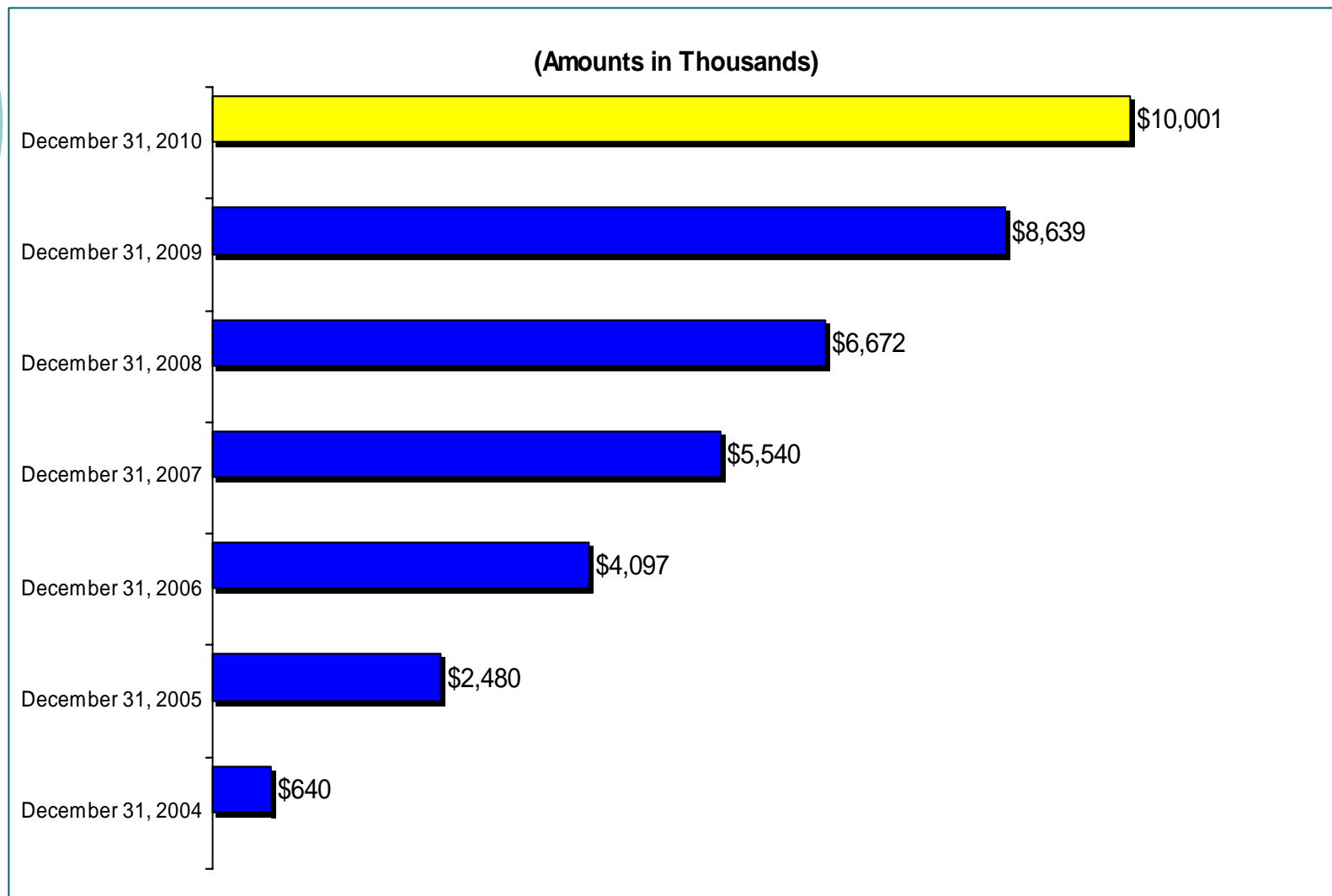
December 31, 2010 compared to December 31, 2009



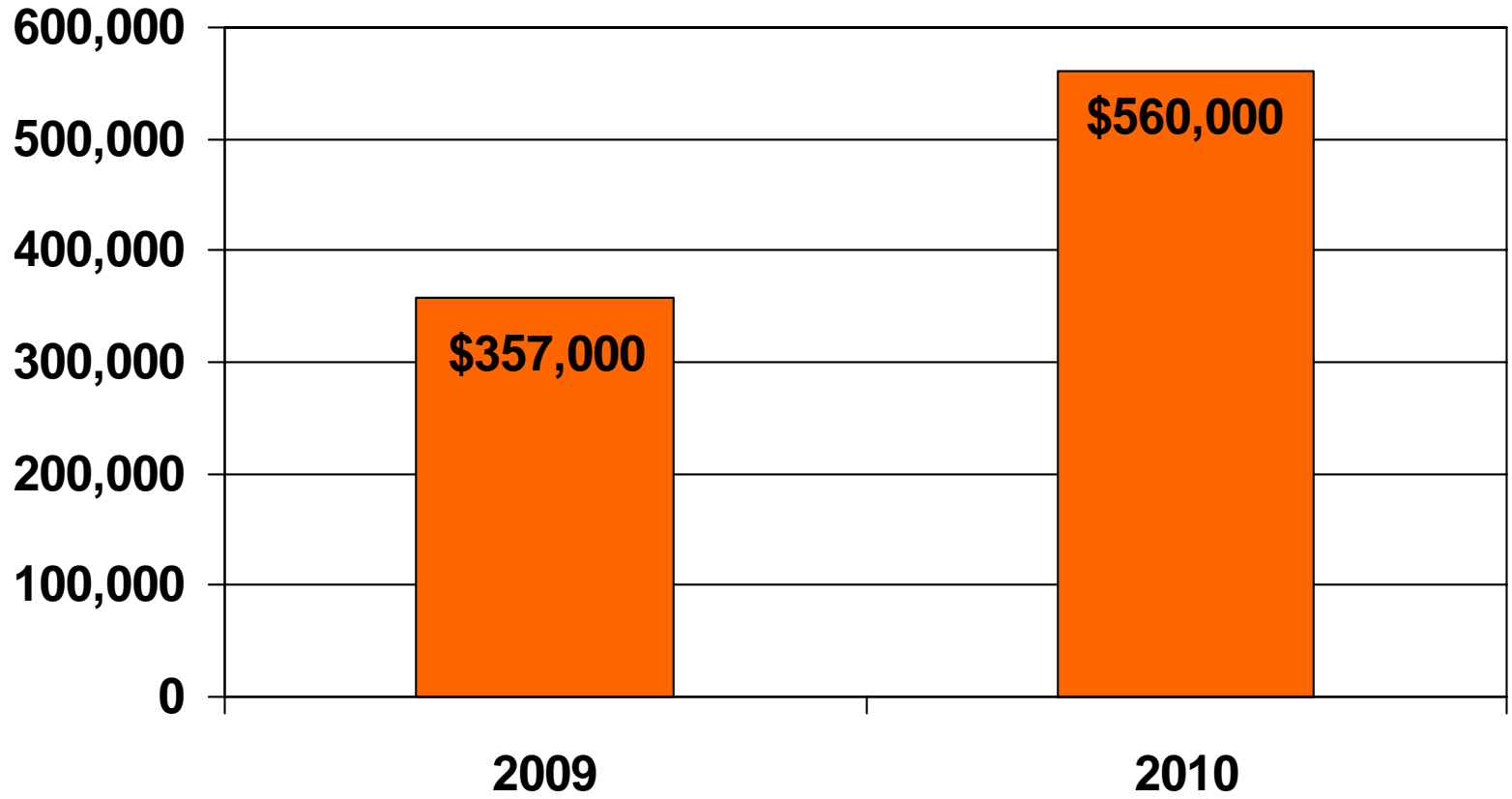
Loan Growth



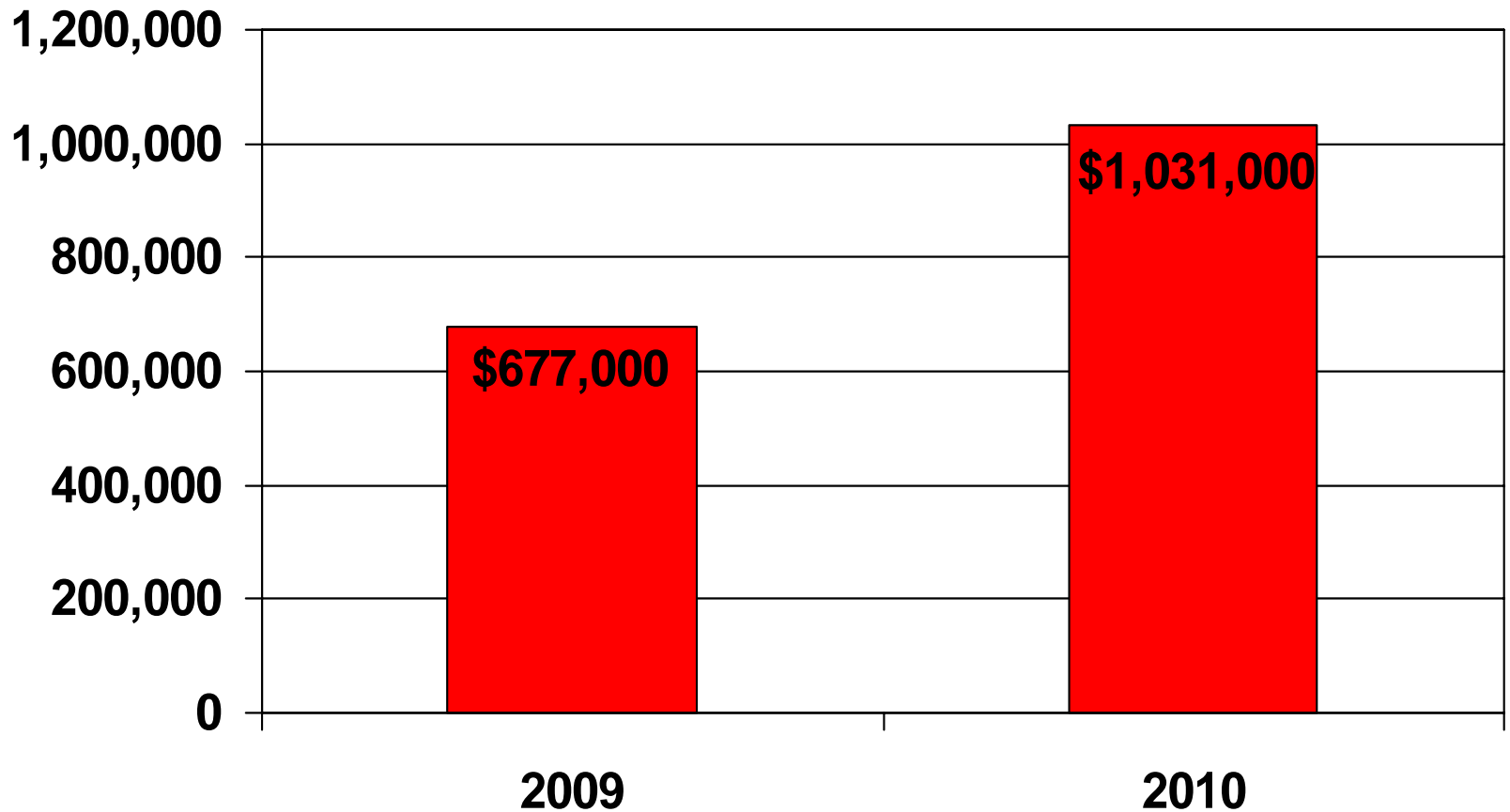
Net Interest Income



Net Income



Provision for Loan Losses





SAINT FRANCIS

Hospital and Medical Center



CBT 1st Quarter 2011

ASSETS: \$ 274 Million

DEPOSITS: \$ 213 Million

- Noninterest-Bearing grew \$2 million
- Big Time Checking topped \$10 million

CBT 1st Quarter 2011

Net Interest Margin

3.86%

CBT 1st Quarter 2011

Loans Outstanding \$221.3 million

- decrease of \$2.4 million

Nonperforming Loans

- up \$2 million to \$10.8 million
- 4 relationships = 80% of total
- \$2.7 million government guaranteed

CBT 1st Quarter 2011

Net Income

\$806,000

CBT Foundation

.....Established in 2004

.....Helping many worthwhile organizations

CBT Foundation



The logo consists of the letters 'CBT' in a bold, white, sans-serif font, centered within a solid blue square. The square is positioned below a thin horizontal line that spans the width of the page.

CBT

Connecticut's Bank for Business.

questions



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