

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Santa Lucia Bancorp

CIK: **1355607** | IRS No.: **000000000** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-51901** | Film No.: **09546180**
SIC: **6022** State commercial banks

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ATASCADERO CA 93423

Business Address
P. O. BOX 6047
ATASCADERO CA 93423
805-466-7087

**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) **January 21, 2009**

Santa Lucia Bancorp

(Exact name of Registrant as specified in its charter)

California

(State or other jurisdiction
of incorporation)

000-51901

(File number)
Identification No.)

35-2267934

(I.R.S. Employer

7480 El Camino Real, Atascadero, CA

(Address of principal executive office)

93422

(Zip Code)

Registrant's telephone number, including area code

(805) 466-7087

Not Applicable

(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is 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 (17CFR 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))

Section 5 - Corporate Governance and Management

Item 5.03**Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 21, 2009, the board of directors of Santa Lucia Bank Bancorp ("Company") (OTCBB: SLBA.OB), amended Section 2.2 of the Company's Bylaws to allow the board to determine the date for the annual meeting of shareholders, provided the date so designated is within fifteen (15) months of the previous annual meeting of shareholders. Previously, Section 2.2 provided for a fixed date for the annual meeting of shareholders. A copy of the amendment is attached hereto as exhibit 3.1.

Section 9 - Financial Statements and Exhibits**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Bylaws

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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.

Dated: January 26, 2009

SANTA LUCIA BANCORP

By: /s/ John C. Hansen

John C. Hansen

President & CEO

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**CERTIFICATE OF AMENDMENT
OF
BYLAWS
OF
SANTA LUCIA BANCORP**

James M. Cowan certifies that:

1. He is the Secretary of Santa Lucia Bancorp, a California corporation (“Company”).
2. Section 2.2, Annual Meeting, is amended in its entirety to read as follows:

“2.2 Annual Meeting. The annual meeting of shareholders shall be held each year on a date and at a time designated by the board of directors. The date so designated shall be within fifteen (15) months after the last annual meeting. At the annual meeting, directors shall be elected, and any other proper business may be transacted.”

3. The foregoing amendment of the Company’s Bylaws has been duly approved by the Board of Directors at a meeting held on January 21, 2009.

Dated: January 21, 2009

/s/ James M. Cowan

James M. Cowan
Secretary