

RIOCAN REAL ESTATE INVESTMENT TRUST

Form 4/A

April 29, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RIOCAN REAL ESTATE
INVESTMENT TRUST

2. Issuer Name and Ticker or Trading Symbol
CEDAR SHOPPING CENTERS
INC [CDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

RIOCAN YONGE EGLINTON
CTR., 2300 YONGE ST., #500, POB
2386

04/27/2010

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/29/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TORONTO, A6 M4P 1E4

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2010		P		1,428,570	A	\$ 7 9,445,236
						I	

By subsidiary - see footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- (2) RioCan Real Estate Investment Trust indirectly beneficially owned the reported warrant to purchase common stock in the issuer through its subsidiary RioCan Holdings USA Inc. This Form 4 is being jointly filed by RioCan Real Estate Investment Trust and RioCan Holdings USA Inc. to report the exercise of the warrant to purchase shares of common stock that was indirectly and directly beneficially owned by such reporting persons, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.