

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Cedar Shopping Centers, Inc.  
(Exact name of registrant as specified in its charter)

Maryland  
(State of Incorporation or Organization)

42-1241468  
(I.R.S. Employer Identification No.)

44 South Bayles Avenue  
Port Washington, New York  
(Address of principal executive offices)

11050  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of Each Class to be so Registered

Common Stock

Name of Each Exchange on Which  
Each Class is to be Registered

New York Stock Exchange

**Securities to be registered pursuant to Section 12(g) of the Act:**

None  
(Title of Class)

None  
(Name of Exchange)

**Item 1. Description of Registrant's Securities to be Registered**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's Prospectus, which constitutes a part of the Registrant's Registration Statement on Form S-11 (File No. 333-108091) (the "Registration Statement"), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

**Item 2. Exhibits**

No.

- 3.1 Articles of Incorporation of the Registrant, as amended (filed as Exhibit 3.1 to the Registration Statement and incorporated herein by reference).
- 3.2 By-Laws of the Registrant (filed as Exhibit 3.2 to the Registration Statement and incorporated herein by reference).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CEDAR SHOPPING CENTERS, INC.

By: /s/ Leo S. Ullman  
Name: Leo S. Ullman  
Title: Chairman of the Board of Directors  
and Chief Executive Officer

Date: September 29, 2003

**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>	<u>Page No.</u>
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