

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CEDAR SHOPPING CENTERS, INC.

(Exact name of registrant as specified in its charter)

Maryland	42-1241468
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)

44 South Bayles Avenue
Port Washington, NY 11050
(516) 767-6492

(Address of principal executive offices)

1998 Stock Option Plan
2004 Stock Incentive Plan
(Full title of the plans)

MARTIN H. NEIDELL
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038

(Name and address of agent for service)

(212) 806-5836

(Telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock \$.06 par value.....	866,665 shares (2)	\$12.84	\$11,127,979	\$1,410

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) on the basis of the closing price for a share of Common Stock of Registrant as reported on the New York Stock Exchange.

(2) There are also being registered hereunder such additional shares as may be issued pursuant to the anti-dilution provisions of the plans.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The documents containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the "Act"). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Act. These documents and the documents incorporated by reference in the Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Act. See Rule 428(a)(1) under the Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2003;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2004 and June 30, 2004;
- (c) The Registrant's current reports on Form 8-K, as amended, filed March 22, 2004 and June 24, 2004.
- (d) Item 1 of the Registrant's Registration Statement on Form 8-A, as amended, filed October 1, 2003 to register the Registrant's Common Stock, par value \$.06 per share (the "Common Stock"), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Articles of Incorporation and By-laws of the Registrant provide for the Registrant to indemnify its officers, directors and employees to the fullest extent permitted by the Maryland General Corporation Law against certain liabilities and expenses.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit
Number

- 5 - Opinion of Stroock & Stroock & Lavan LLP.
- 23(a) - Consent of Stroock & Stroock & Lavan LLP. Included in Exhibit 5 to this Registration Statement.
- 23(b) - Consent of Ernst & Young LLP.
- 24 - Power of Attorney (included on signature page).

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant

pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) If the Registrant is a foreign private issuer, to file a post-effective amendment to the Registration Statement to include any financial statements required by Rule 3-19 of Regulation S-X at the start of any delayed offering or throughout a continuous offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Port Washington, State of New York, on the 18th of August, 2004.

CEDAR SHOPPING CENTERS, INC.
(Registrant)

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

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes Leo S. Ullman, Brenda J. Walker and Thomas J. O'Keefe, and each of them acting individually, with full power of substitution to file one or more amendments, including Post-Effective Amendments, to this Registration Statement, which Amendments may make such changes as any of them deems appropriate, and each person whose signature appears below, individually and in each capacity stated below, hereby appoints Leo S. Ullman, Brenda J. Walker and Thomas J. O'Keefe, and each of them acting individually, with full power of substitution, as Attorney-in-Fact to execute his name and on his behalf to file any such Amendments to this Registration Statement.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leo S. Ullman</u> Leo S. Ullman	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 18, 2004
<u>/s/ Thomas J. O'Keefe</u> Thomas J. O'Keefe	Principal Financial Officer	August 18, 2004
<u>/s/ Ann Maneri</u> Ann Maneri	Principal Accounting Officer	August 18, 2004
<u>/s/ James J. Burns</u> James J. Burns	Director	August 18, 2004

<u>/s/ Richard Homburg</u> Richard Homburg	Director	August 18, 2004
<u>/s/ J.A.M.H. der Kinderen</u> J.A.M.H. der Kinderen	Director	August 18, 2004
<u>/s/ Everett B. Miller, III</u> Everett B. Miller, III	Director	August 18, 2004
<u>/s/ Brenda J. Walker</u> Brenda J. Walker	Director	August 18, 2004
<u>/s/ Roger M. Widmann</u> Roger M. Widmann	Director	August 18, 2004

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Page Number</u>
5	Opinion of Stroock & Stroock & Lavan LLP.	
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24	Power of Attorney (included on signature page).	

August 18, 2004

Cedar Shopping Centers, Inc.
44 South Bayles Avenue
Port Washington, NY 11050

Gentlemen:

We have acted as counsel to Cedar Shopping Centers, Inc., a Maryland corporation (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") relating to the proposed issuance of up to 866,665 shares (the "Shares") of the Common Stock, \$0.06 par value (the "Common Stock") of the Company, pursuant to the Company's 1998 Stock Option Plan and 2004 Stock Incentive Plan (the "Plans").

As such counsel, we have examined copies of the Certificate of Incorporation and Bylaws of the Company, each as amended to the date hereof, the Registration Statement, the Plans and originals or copies of such other corporate minutes, records, agreements and other instruments of the Company, certificates of public officials and other documents and have made such examinations of law, as we have deemed necessary to form the basis for the opinion hereinafter expressed. In our examination of such materials, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all copies submitted to us. As to various questions of fact material to such opinion, we have relied, to the extent we deemed appropriate, upon representations, statements and certificates of officers and representatives of the Company and others.

Attorneys involved in the preparation of this opinion are admitted to practice law in the State of New York and we do not purport to be experts on, or to express any opinion herein concerning, any law other than the laws of the State of New York or the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when issued under the circumstances contemplated in the Registration Statement and the Plans, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

STROOCK & STROOCK & LAVAN LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-8) pertaining to the 1998 Stock Option Plan and the 2004 Stock Incentive Plan of Cedar Shopping Centers, Inc. and to the incorporation by reference therein of our report dated March 26, 2004, with respect to the consolidated financial statements of Cedar Shopping Centers, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2003 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

Ernst & Young LLP

New York, New York
August 19, 2004