

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
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)

2004 Stock Incentive Plan

(Full title of the plan)

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)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock \$.06 par value	1,900,000 shares (1)(3)	\$13.32	\$25,308,000	\$994.61

(1) Represents 1,900,000 shares added to the Cedar Shopping Centers, Inc. 2004 Stock Incentive Plan, as amended. The additional shares were approved at the Company's annual meeting of shareholders held June 17, 2008.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low trading prices for the Common Stock of Registrant as reported on the New York Stock Exchange.

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

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 ("Registration Statement") incorporates by reference the contents and information set forth in the Registration Statement, Registration No. 333-118361 on Form S-8 filed with the Securities and Exchange Commission on August 19, 2004, pursuant to which the Company registered 866,665 shares of the Company's common stock, \$0.06 par value under the 1998

<u>Exhibit Number</u>	<u>Description</u>	<u>Page Number</u>
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.	

August 12, 2008

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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (the "Registration Statement") relating to the proposed issuance of up to an additional 1,900,000 shares (the "Shares") of the Common Stock, \$0.06 par value (the "Common Stock") of the Company, pursuant to the Company's 2004 Stock Incentive Plan, as amended (the "Plan").

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 Plan 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 Plan, 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 Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to Registration Statement (Form S-8 No. 333-118361) pertaining to the 2004 Stock Incentive Plan of Cedar Shopping Centers, Inc. of our reports dated March 13, 2008, with respect to the consolidated financial statements and schedule of Cedar Shopping Centers, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2007, and the effectiveness of internal control over financial reporting of Cedar Shopping Centers, Inc. filed with the Securities and Exchange Commission.

Ernst & Young LLP

New York, New York
August 6, 2008