

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 2
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CEDAR REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland 42-1241468
(State or other jurisdiction (I.R.S. employer
of incorporation or organization) 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 o Accelerated filer
Non-accelerated filer o Smaller reporting company o

(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	2,100,000 shares (1)(3)	\$4.71	\$9,891,000	\$1,134

(1) Represents 2,100,000 shares added to the Cedar Realty Trust, Inc. 2004 Stock Incentive Plan, as amended. The additional shares were approved at the Company's annual meeting of shareholders held June 15, 2011.

(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. 2 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, as amended by Amendment No. 1, pursuant to which the Company registered 2,766,665 shares of the Company's common stock, \$0.06 par value under the 1998 Stock Option Plan and 2004 Stock Incentive Plan.

On June 15, 2011, the Registrant increased the number of shares available under the 2004 Stock Incentive Plan by 2,100,000 shares. This Post-Effective Amendment increases the total number of shares under the 2004 Stock Incentive Plan registered under the Registration Statement to 4,850,000.

Item 8. Exhibits.

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

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 Post-Effective Amendment No. 2 to the 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 6th day of March, 2012.

CEDAR REALTY TRUST, INC.
(Registrant)

By: /s/ Bruce J. Schanzer
Bruce J. Schanzer
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce J. Schanzer</u> Bruce J. Schanzer	President and Chief Executive Officer (Principal Executive Officer), Director	March 6, 2012
<u>/s/ Philip Mays</u> Philip Mays	Principal Financial Officer	March 6, 2012
<u>/s/ Gaspare J. Saitta, II</u> Gaspare J. Saitta, II	Principal Accounting Officer	March 6, 2012
<u>/s/ James J. Burns</u> James J. Burns	Director	March 6, 2012
<u>/s/ Raghunath Davloor</u> Raghunath Davloor	Director	March 6, 2012
<u>/s/ Pamela N. Hootkin</u> Pamela N. Hootkin	Director	March 6, 2012
<u>/s/ Paul G. Kirk, Jr.</u> Paul G. Kirk, Jr.	Director	March 6, 2012
<u>/s/ Everett B. Miller, III</u> Everett B. Miller, III	Director	March 6, 2012
<u>/s/ Roger M. Widmann</u> Roger M. Widmann	Director	March 6, 2012

EXHIBIT INDEX

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March 6, 2012

Cedar Realty Trust, Inc.
44 South Bayles Avenue
Port Washington, NY 11050

Gentlemen:

We have acted as counsel to Cedar Realty Trust, 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. 2 to Registration Statement on Form S-8 (the "Registration Statement") relating to the proposed issuance of up to an additional 2,100,000 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,

/s/ Stroock & Stroock & Lavan LLP

STROOCK & STROOCK & LAVAN LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 2 to Registration Statement (Form S-8 No. 333-118361) pertaining to the 2004 Stock Incentive Plan of Cedar Realty Trust, Inc. of our reports dated March 6, 2012, with respect to the consolidated financial statements and schedule of Cedar Realty Trust, Inc. and the effectiveness of internal control over financial reporting of Cedar Realty Trust, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
March 6, 2012