SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

PURSUANT TO SECTION 13 OR 15(D)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported) June 30, 2004

CEDAR SHOPPING CENTERS, INC.
(Exact name of registrant as specified in its charter)

Maryland	0-14510	42-1241468
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer ID Number)

44 South Bayles Avenue, Port Washington, New York 11050

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (516) 767-6492

(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

(c) Exhibit Number	Description
99	Press release dated August 10, 2004

Item 12. Results of Operations and Financial Condition

On August 10, 2004, Cedar Shopping Centers, Inc. issued a press release announcing its operating results for the year ended June 30, 2004. A copy of the press release is furnished hereto as Exhibit 99.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CEDAR SHOPPING CENTERS, INC.

By: /s/ Leo S. Ullman

Name: Leo S. Ullman
Title: Chairman, President and CEO

Dated: August 10, 2004

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EXHIBIT INDEX

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CEDAR SHOPPING CENTERS, INC.
44 SOUTH BAYLES AVENUE
PORT WASHINGTON, NEW YORK 11050

CONTACT: LEO S. ULLMAN
PRESIDENT
(516) 767-6492

FOR IMMEDIATE RELEASE:

CEDAR SHOPPING CENTERS, INC. - ANNOUNCES SECOND QUARTER RESULTS

Port Washington, New York -August 10, 2004 - Cedar Shopping Centers, Inc., (NYSE: "CDR") (the "Company"), today reported net income for the quarter ended June 30, 2004 of $1,903,000, or $0.12 per share, compared to a net loss of $(40,000), or $(0.14) per share, for the same period last year. Net income for the six months ended June 30, 2004 was $3,246,000, or $0.20 per share, compared to a net loss of $(239,000), or $ (0.87) per share for the same period last year. The Company had outstanding 16,910,000 shares of common stock and Operating Partnership Units at June 30, 2004 as compared to 829,000 shares and OP Units at June 30, 2003. Per share figures for the 2003 periods have been retroactively adjusted to reflect the stock dividend and the subsequent reverse stock split effectuated later in 2003.

Highlights

- We increased funds from operations ("FFO") for the second quarter of 2004 to $4,253,000 ($0.25 per share/unit), from $285,000 ($0.34 per share/unit) for the corresponding quarter of 2003. FFO for the six months ended June 30, 2004 increased to $7,622,000 ($0.45 per share/unit) from $151,000 ($0.18 per share/unit) for the corresponding period of 2003.

- We more than doubled total revenue for the second quarter of 2004 to $12,667,000 compared to $6,138,000 for the second quarter of 2003. Revenues for the six months ended June 30, 2004 increased to $23,942,000 from $11,422,000 for the corresponding period of 2003.

- Net cash flows provided by operating activities increased to $7,830,000 for the six months ended June 30, 2004 compared with $1,070,000 for the corresponding period of 2003.

- We are presently involved in seven redevelopment projects and have under option a tract of land for a ground-up development. These projects are expected to come "on stream" and contribute substantially to FFO in 2005 and thereafter.

- Occupancy for the portfolio as of June 30, 2004, including the various redevelopment properties, was approximately 84%; excluding the redevelopment properties, the occupancy level was approximately 96%.

- The Company has approximately 290,000 sq. ft. of signed new leases for tenants who are not yet in occupancy, representing approximately $4.4 million in annualized base rents commencing at various dates throughout the next two years.

- The Company is currently paying dividends at the annual rate of $0.90 per share of common stock which amounts are expected to be fully covered by FFO.

- As a result of our July 2004 preferred stock offering (see below), the Company's June 30, 2004 pro forma percentage of its pro rata share of debt to total market capitalization was approximately 34%.

Preferred Stock Issue

On July 28, 2004, the Company completed a public offering of 2,350,000 shares of $25 Series A Cumulative Redeemable Preferred Stock, at a dividend rate of 8-7/8%, resulting in gross proceeds of $58,750,000. The shares have no stated maturity and are redeemable after July 28, 2009. The net proceeds to the Company, after underwriting fees and offering costs, were approximately $56.6 million, substantially all of which were used to reduce the Company's secured revolving credit facility. As a result, the Company presently has available approximately $63.3 million (such amount will be increased to approximately $77.8 million after additional properties are added to the collateral pool) for opportunistic acquisitions, joint venture investments, redevelopments and other general corporate purposes. Several acquisitions and joint venture investment opportunities are presently in various stages of negotiation.

Acquisitions

The Company, during the quarter, acquired four properties containing an aggregate of approximately 464,000 square feet of gross leaseable area ("GLA"). The properties are Carbondale Plaza in Carbondale, PA, anchored by an Acme Supermarket and a CVS drug store; Huntingdon Plaza and Lake Raystown Plaza, adjacent properties in Huntingdon PA, anchored by a Giant Supermarket, a Peebles Department Store and a Rite Aid drug store, and a property in Hamburg, PA. Each property represents a redevelopment opportunity for the Company. The aggregate purchase price for the four properties plus a parcel of land adjacent to Lake Raystown Plaza was approximately $23.3 million.

Portfolio

The Company, as of June 30, 2004, had a portfolio of 28 shopping center properties, mostly supermarket-anchored community centers, located in four states, with approximately 4.3 million square feet of GLA. The Company expects to conclude additional acquisitions during the balance of the year.

Overview by Management

Leo Ullman, CEO, in a statement said "We are pleased to report results at slightly better than projections and proud of the progress we continue to evidence in our acquisition, development and redevelopment programs. We hope and expect that these programs will add meaningfully to shareholder values commencing toward the end of this year and continuing for the next couple of years".

Tom O'Keeffe, CFO, noted "Our recent successful offering of preferred stock will permit us to continue to execute our business plan. While we think the costs of the preferred stock offering will put some pressure on our next quarter's results, we continue to expect to meet our guidance for the year".

New Leases

Annual base rents, excluding tenant reimbursements, for leases that have been signed and for which the tenants have not yet occupied their premises, presently amount to approximately $ 4.4 million. Rent payments, from these leases, are expected to commence on the following schedule:

QUARTER ENDING	ANNUALIZED RENT
September 30, 2004	$ 471,000
December 31, 2004	$ 928,000
March 31, 2005	$ 85,000
June 30, 2005	$ 644,000
September 30, 2005	$ 2,160,000
June 30, 2006	$ 65,000
	$ 4,353,900

After giving effect to such new leases, the occupancy rate for the portfolio of properties held as of June 30, 2004 would have been approximately 89%.

Redevelopment (and Development) Pipeline

With respect to its redevelopment (and development) property pipeline, the Company previously announced that Giant Food Stores, LLC had signed a lease amendment for a new 91,000 sq. ft. Giant supermarket at the Camp Hill Mall. Construction of that store and the Camp Hill redevelopment is proceeding as expected. Pre-leasing for the balance of the retail space at the center is nearing completion, including a new 40,000 sq. ft. medical facility.

Other development and redevelopment projects include the Company's properties in Halifax, Newport and Lake Raystown, PA, all of which involve supermarket expansions or new stores at those centers. The Carbondale, Hamburg and Huntingdon, PA redevelopment properties each involve, among other things, the re-leasing of former Ames stores. At the Golden Triangle Shopping Center (Lancaster, PA), construction of the new L.A. Fitness facility is in progress, and the Company has pre-leased one out-parcel and part of the remaining vacancies. The Company is in the permit application process for the construction of a ground-up 100,000 sq. ft. supermarket-anchored shopping center near Hershey, PA. Construction is presently expected to commence before year-end with completion in 2005.

Guidance

The Company continues to expect FFO for 2004 to be in a range of $0.90-$1.00 per share, and expects FFO for 2005 to be in the range of $1.10-$1.20 per share. These forward looking projections are of course subject to uncertainties with respect to acquisitions, development and redevelopment activities, leasing activities, and short-term interest rates. The Company also expects to continue to pay quarterly dividends of $0.225 per share ($0.90 on an annualized basis) for the remainder of 2004 and 2005.

Interested parties are urged to review the Form 10-Q filed with the Securities and Exchange Commission for the quarter ended June 30, 2004 for further details.

Investor Conference Call

Cedar Shopping Centers, Inc. will host a conference call on Thursday, August 12, 2004, at 11:00 AM (EDT) to discuss second quarter results. The U.S. dial in number to call for this teleconference is (800) 299-7928. The international dial in number is (617) 614-3926; use participant passcode 49132367. A replay of the conference call will be available from August 12 at 1:00 PM through August 20 at 5:00 PM by using U.S. dial in number (888) 286-8010 and entering the passcode 21607111 (International callers may use dial in number (617) 801-6888 and use the same passcode indicated for U.S. callers).

About Cedar Shopping Centers, Inc.

Cedar Shopping Centers, Inc., with headquarters in Port Washington, New York, is a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") listed on the New York Stock Exchange. Its investments, which total approximately 4.3 million sq. ft. of GLA, are focused primarily in multi-tenant supermarket-anchored shopping centers in eastern Pennsylvania, southern New Jersey, Maryland and Connecticut.

Forward-Looking Statements

Certain statements contained in this Press Release constitute forward-looking statements within the meaning of the securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general and specific economic and business conditions, which will, among other things, affect demand for rental space, the availability and creditworthiness of prospective tenants, lease rents and the availability of financing; adverse changes in the Company's real estate markets, including, among other things, competition with other companies; risks of real estate development and acquisition; risks of adverse operating results and creditworthiness of current tenants; governmental actions and initiatives; and environmental/safety requirements. Such forward-looking statements speak only as of the date hereof. The Company does not intend, and disclaims any duty or obligation, to update or revise any forward-looking statements set forth in this release to reflect any change in expectations, change in information, new information, future events or circumstances on which such information was based.

Non-GAAP Financial Measures - FFO

The Company considers FFO to be a relevant and meaningful supplemental measure of the performance of the Company because it is predicated on a cash flow analysis, contrasted with net income, a measure predicated on generally accepted accounting principals ("GAAP"), which gives effect to non-cash items such as depreciation. The Company computes FFO in accordance with the "White Paper" on FFO published by the National Association of Real Estate Investment Trusts ("NAREIT"), as income before allocation to minority interests (computed in accordance with GAAP), excluding gains or losses from debt restructurings and sales of property, plus depreciation and amortization, and after preferred stock distributions and adjustments for partially owned partnerships and joint ventures. In computing FFO, the Company does not add back to net income the amortization of costs incurred in connection with its financing activities or depreciation of non-real estate assets, but does add back to net income those items that are defined as "extraordinary" under GAAP. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to cash flow as a measure of liquidity. Since the NAREIT White Paper only provides guidelines for computing FFO, the computation of FFO may vary from one company to another. FFO is not necessarily indicative of cash available to fund ongoing cash needs.

The following table sets forth the Company's calculations of FFO:
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	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003

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Net income (loss)	$ 1,903,000	$ (40,000)	$ 3,246,000	$ (239,000)
Add (deduct):				
Depreciation and amortization	2,506,000	798,000	4,698,000	1,523,000
Limited partners' interest	53,000	(46,000)	89,000	(449,000)
Minority interests	416,000	288,000	584,000	422,000
Minority interests share of FFO	(625,000)	(715,000)	(995,000)	(1,106,000)
Funds from operations	$ 4,253,000	$ 285,000	$ 7,622,000	$ 151,000
FFO per share/unit outstanding	$ 0.25	$ 0.34	$ 0.45	$ 0.18
Average shares/units outstanding (1)	16,910,000	844,000	16,903,000	843,000

(1) Assumes conversion of OP Units

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CEDAR SHOPPING CENTERS, INC
CONSOLIDATED BALANCE SHEETS

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	JUNE 30, 2004 (UNAUDITED)	DECEMBER 31, 2003
Assets		
Real estate		
Land	$ 74,707,000	$ 61,774,000
Buildings and improvements	324,947,000	269,031,000
	399,654,000	330,805,000
Less accumulated depreciation	(10,613,000)	(6,274,000)
Real estate, net	389,041,000	324,531,000
Cash and cash equivalents	3,561,000	6,154,000
Cash at joint ventures and restricted cash	6,591,000	6,208,000
Rents and other receivables, net	3,453,000	3,269,000
Other assets	2,847,000	3,000,000
Deferred charges, net	9,053,000	6,485,000
Total Assets	$ 414,546,000	$ 349,647,000
Liabilities and Shareholders' Equity		
Mortgage loans payable	$ 149,049,000	$ 144,983,000
Secured revolving credit facility	75,000,000	17,000,000
Accounts payable, accrued expenses, and other	5,578,000	5,616,000
Deferred liabilities	20,112,000	14,430,000
Total Liabilities	249,739,000	182,029,000
Minority interests	12,139,000	12,435,000
Limited partners' interest in consolidated Operating Partnership	4,174,000	4,035,000
Shareholders' Equity		
Common stock ($.06 par value, 50,000,000 shares authorized, 16,456,000 shares issued and outstanding)	987,000	987,000
Treasury stock (319,000 shares, at cost)	(3,669,000)	(3,669,000)
Accumulated other comprehensive gain	482,000	47,000
Additional paid-in capital	150,694,000	153,783,000
Total Shareholders' Equity	148,494,000	151,148,000
Total Liabilities and Shareholders' Equity	$ 414,546,000	$ 349,647,000

</TABLE>

CEDAR SHOPPING CENTERS, INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
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<S>	THREE MONTHS ENDED JUNE 30, 2004 <C>	THREE MONTHS ENDED JUNE 30, 2003 <C>	SIX MONTHS ENDED JUNE 30, 2004 <C>	SIX MONTHS ENDED JUNE 30, 2003 <C>
Revenues				
Rents	$ 9,939,000	$ 4,608,000	$ 18,748,000	$ 8,744,000
Expense recoveries	2,575,000	1,397,000	4,935,000	2,459,000
Interest and other	153,000	133,000	259,000	219,000
Total Revenues	12,667,000	6,138,000	23,942,000	11,422,000
Expenses				
Operating, maintenance and management	2,657,000	1,476,000	5,397,000	3,206,000
Real estate and other property-related taxes	1,244,000	612,000	2,344,000	1,232,000
General and administrative	985,000	649,000	1,627,000	1,172,000
Depreciation and amortization	2,834,000	926,000	5,556,000	1,767,000
Interest	2,575,000	2,252,000	5,099,000	4,290,000
Total Expenses	10,295,000	5,915,000	20,023,000	11,667,000
Income (loss) before the following:	2,372,000	223,000	3,919,000	(245,000)
Minority interests	(416,000)	(288,000)	(584,000)	(422,000)
Limited partners' interest	(53,000)	46,000	(89,000)	449,000
Distribution to preferred shareholders (net of limited partners' interest of $48,000)	-	(21,000)	-	(21,000)
Net income (loss)	$ 1,903,000	$ (40,000)	$ 3,246,000	$ (239,000)
Net income (loss) per share	$ 0.12	$ (0.14)	$ 0.20	$ (0.87)
Dividends to shareholders	$ 3,703,000	$ -	$ 6,335,000	$ -
Dividends to shareholders per share	$ 0.225	$ -	$ 0.385	$ -
Average number of shares outstanding	16,456,000	276,000	16,456,000	275,000

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CEDAR SHOPPING CENTERS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
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<S>	SIX MONTHS ENDED JUNE 30, 2004 <C>	SIX MONTHS ENDED JUNE 30, 2003 <C>
Cash Flow From Operating Activities		
Net income (loss)	$ 3,246,000	$ (239,000)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Non-cash provisions:		
Minority interests	179,000	226,000
Straight-line rents	(701,000)	(307,000)
Limited partners' interest	89,000	(449,000)
Depreciation and amortization	5,556,000	1,767,000
Amortization of intangible lease liabilities	(976,000)	(313,000)
Other	(87,000)	-
Changes in operating assets and liabilities:		
Decrease in joint venture cash	142,000	167,000
Decrease (increase) in rents and other receivables	517,000	(191,000)
(Increase) in other assets	(97,000)	(745,000)
(Decrease) increase in accounts payable and accrued expenses	(38,000)	1,154,000
Net cash provided by operating activities	7,830,000	1,070,000

Cash Flow From Investing Activities		
Expenditures for real estate and improvements	(53,006,000)	(50,632,000)
(Increase) decrease in construction/improvement escrows	(525,000)	98,000
Net cash (used in) investing activities	(53,531,000)	(50,534,000)
Cash Flow from Financing Activities		
Proceeds from mortgage financings	723,000	37,612,000
Mortgage repayments	(6,650,000)	(583,000)
Line of credit and other interim financings	58,000,000	2,303,000
Contributions from minority interest partners	-	8,840,000
Distributions to minority interest partners	(475,000)	(434,000)
Distributions to common shareholders	(6,335,000)	-
Distributions to limited partners	(172,000)	-
Distributions on Preferred Operating Partnership Units	-	(69,000)
Deferred financing costs and other, net	(1,983,000)	(915,000)
Net cash provided by financing activities	43,108,000	46,754,000
Net decrease in cash and cash equivalents	(2,593,000)	(2,710,000)
Cash and cash equivalents at beginning of the period	6,154,000	3,827,000
Cash and cash equivalents at end of period	$ 3,561,000	$ 1,117,000
Supplemental Disclosure of Cash Activities:		
Interest paid	$ 5,522,000	$ 4,173,000
Supplemental Disclosure of Non-Cash Financing Activities:		
Assumption of mortgage loan payable	$ 9,993,000	$ -

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