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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

CEDAR SHOPPING CENTERS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share
8-7/8% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share

(Title of Class of Securities)

150602209 and 150602308

(CUSIP Number)

Equity One, Inc.
1600 Northeast Miami Gardens Drive
North Miami Beach, Florida 33179
(305) 947-1664

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 7, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. Name of Reporting Person: EQUITY ONE, INC. I.R.S. Identification Nos. of above persons (entities only): 52-1794271

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions): WC, BK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: MARYLAND

7. Sole Voting Power: 1,983,800

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 1,983,800

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,983,800

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 8.9%

14. Type of Reporting Person (See Instructions): CO

1. Name of Reporting Person: EQUITY ONE, INC. I.R.S. Identification Nos. of above persons (entities only): 52-1794271

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions): WC, BK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: MARYLAND

7. Sole Voting Power: 220,000

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 220,000

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 220,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 6.2%

14. Type of Reporting Person (See Instructions): CO

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 4 to Schedule 13D (this "**Amendment No. 4**") amends the Statement on the Schedule 13D filed by Equity One, Inc., a Maryland corporation (the "**Reporting Person**"), dated June 23, 2004 (the "**Original Schedule 13D**") relating to the common stock, par value \$0.01 per share (the "**Common Stock**"), issued by Cedar Shopping Centers Inc., a Maryland corporation (the "**Company**"), the principal executive offices of which are located at 44 South Bayles Avenue, Port Washington, New York 11050. The Original Schedule 13D was amended by that certain Amendment No. 1 to Schedule 13D dated July 28, 2004 (relating to the 8-7/8% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Company (the "**Preferred Stock**")), that certain Amendment No. 2 to Schedule 13D dated February 23, 2005 and that certain Amendment No. 3 to Schedule 13D ("**Amendment No. 3**") dated August 4, 2005.

This Amendment No. 4 amends and supplements the information contained in the Original Schedule 13D, as amended to date, which is more fully reflected in Items 4, 5 and 7 below.

ITEM 4. PURPOSE OF THE TRANSACTION.

On August 7, 2005, the Reporting Person received a letter from the Issuer (the "**Response Letter**") stating that it was not prepared to respond to the Reporting Person's proposal to acquire the Company at a cash price of \$17.00 per share of Common Stock. The terms of the proposal are set forth in Exhibit 10.1 to Amendment No. 3.

On August 8, 2005, the Reporting Person issued a press release (the "**Press Release**") stating that it considered its offer rejected by the Issuer and deemed it withdrawn as of 9:00 a.m., Monday August 8, 2005, in light of the Response Letter and the fact that the Reporting Person had not received any indication that the Issuer intends to withdraw the nine million share common stock offering that it announced on August 3, 2005, a condition to its offer.

A copy of the Response Letter and Press Release are attached hereto as Exhibits 10.1 and 10.2, respectively, and are hereby incorporated by reference in their entirety.

The Reporting Person reserves its right to take all actions, at any time or from time to time, to benefit from its investment in the Common Stock and Preferred Stock, including, without limitation, to acquire additional shares of Common Stock or Preferred Stock of the Reporting Person, to sell shares of Common Stock or Preferred Stock currently owned or subsequently acquired, or to consider, propose or engage in any other transactions that would relate to matters or result in events referred to in paragraphs (a) through (j), inclusive of Item 4, of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Since the filing of Amendment No. 3, the Reporting Person has not effected any transactions in the Common Stock or the Preferred Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibits:

10.1 Letter from Cedar Shopping Centers, Inc. dated August 7, 2005.

10.2 Press Release of Equity One, Inc. dated August 8, 2005.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 8th day of August, 2005.

EQUITY ONE, INC., a Maryland corporation

By: /s/ Howard Sipzner

Howard Sipzner
Chief Financial Officer



CEDAR SHOPPING CENTERS, INC.

44 South Bayles Avenue
Port Washington, NY 11050-3765
(T) 516.767.6492
(F) 516.767.6497
www.cedarshoppingcenters.com

August 7, 2005

Equity One, Inc.
1600 North East Miami Gardens Drive
North Miami Beach, FL 33179

Attention: Mr. Chaim Katzman

Dear Mr. Katzman:

We have received your proposal to acquire our Company at a price of \$17.00 per common share in cash. We are not prepared to respond to your proposal by your deadline of 9:00 am on Monday. Our Board is considering your proposal and we expect to have a response as promptly as practicable.

Very truly yours,

Cedar Shopping Centers, Inc.

By: /s/ Leo S. Ullman

Leo S. Ullman
Chairman of the Board,
Chief Executive Officer and President

Equity One, Inc.
 1600 NE Miami Gardens Drive
 North Miami Beach, FL 33179
 305-947-1664



For additional information at the Company:
 Howard Sipzner, EVP & CFO
Media Contact:
 David Schull 305-446-2700

FOR IMMEDIATE RELEASE:

**Equity One, Inc. Announces Withdrawal of Its \$17.00 per Share Offer
 for Cedar Shopping Centers, Inc. Outstanding Common Stock**

NORTH MIAMI BEACH, FL; August 8, 2005 – Equity One, Inc. (NYSE: EQY), an owner, developer and operator of community and neighborhood shopping centers located in high growth markets in the southern United States and the Boston, Massachusetts metropolitan area, announced today that it has been advised by the Board of Directors of Cedar Shopping Centers, Inc. (NYSE: CDR) that Cedar is not prepared to respond to Equity One's offer by the 9:00 a.m. deadline on Monday, August 8, 2005. Furthermore, Equity One has received no indication that Cedar intends to withdraw the nine million share common stock offering which Cedar commenced on August 3, 2005, as Equity One had required as a condition to its offer. Therefore, in accordance with its terms, Equity One considers its offer rejected by Cedar and deems it to be withdrawn as of 9:00 a.m. on Monday, August 8, 2005.

"We are disappointed that Cedar was unable to discuss with us or consider our offer in a timely fashion and are even more concerned that they are apparently continuing with their proposed nine million share offering," stated Chaim Katzman, Chairman and Chief Executive Officer of Equity One. "As we said at the outset, the nine million share offering will be highly dilutive to Cedar's existing shareholders and is an expensive way to finance Cedar's growth. We remain concerned that a continuation of the common stock offering will constrain Cedar's future earnings growth, and could jeopardize the security of Cedar's common stock dividend. We continue to believe that our offer, which provided a nearly 14% premium to Cedar's trading price prior to its announcement, would have provided superior value to Cedar's common stockholders."

About Equity One, Inc.

Equity One is a real estate investment trust that principally acquires, renovates, develops and manages neighborhood and community shopping centers anchored by national and regional supermarket chains and other necessity-oriented retailers such as drug stores or discount retail stores. Our 19.5 million square foot portfolio consists of 188 properties encompassing 128 supermarket-anchored shopping centers, eight drug store-anchored shopping centers, 43 retail-anchored shopping centers, six development parcels and three commercial properties, as well as a non-controlling interest in one unconsolidated joint venture. For additional information, please visit our web site at <http://www.equityone.net>.

Forward Looking Statements

Certain matters discussed by Equity One in this press release constitute forward-looking statements within the meaning of the federal securities laws. Although Equity One believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that these expectations will be achieved. Factors that could cause actual results to differ materially from current expectations include changes in macro-economic conditions and the demand for retail space in Florida, Texas, Georgia, Massachusetts and the other states in which Equity One owns properties; the continuing financial success of Equity One's current and prospective tenants; continuing supply constraints in Equity One's geographic markets; the availability of properties for acquisition; the timing and financial results of property dispositions; the success of Equity One's efforts to lease up vacant properties; the effects of natural and other disasters; the ability of Equity One to successfully integrate the operations and systems of acquired companies and properties; and other risks, which are described in Equity One's filings with the Securities and Exchange Commission.