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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>RIOCAN REAL ESTATE INVESTMENT TRUST</u>  (Last) (First) (Middle) <u>RIOCAN YONGE EGLINTON CTR.</u> <u>2300 YONGE ST., #500, POB 2386</u>  (Street) <u>TORONTO, ONTARIO A6 M4P 1E4</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CEDAR SHOPPING CENTERS INC [ CDR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2010		P		1,250,000	A	\$6.6	7,916,666	I	By subsidiary - see footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person * <u>RIOCAN REAL ESTATE INVESTMENT TRUST</u>  (Last) (First) (Middle) <u>RIOCAN YONGE EGLINTON CTR.</u> <u>2300 YONGE ST., #500, POB 2386</u>  (Street) <u>TORONTO, ONTARIO A6 M4P 1E4</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person * <u>RioCan Holdings USA Inc.</u>  (Last) (First) (Middle) <u>RIOCAN YONGE EGLINTON CTR.</u> <u>2300 YONGE ST., #500, POB 2386</u>  (Street) <u>TORONTO A6 M4P 1E4</u>  (City) (State) (Zip)
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**Explanation of Responses:**

1. RioCan Real Estate Investment Trust indirectly beneficially owns the reported common stock in the issuer through its subsidiary RioCan Holdings USA Inc. This Form 4 is being jointly filed by RioCan Real Estate Investment Trust and RioCan Holdings USA Inc. to report shares of common stock that are indirectly and directly beneficially owned by such reporting persons, respectively.

**Remarks:**

RIOCAN REAL ESTATE  
INVESTMENT TRUST, By: /s/ 04/29/2010  
Raghunath Davloor

RIOCAN HOLDINGS USA INC., 04/29/2010  
By: /s/ Raghunath Davloor

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**