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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>Schanzer Bruce J</u> (Last) (First) (Middle) 44 SOUTH BAYLES AVENUE (Street) PORT WASHINGTON NY 11050 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CEDAR REALTY TRUST, INC. [CDR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres. & Chief Exec. Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/15/2018		D		1,250,000	D	\$0.00 ⁽¹⁾	1,383,593	D	
Common Stock	06/15/2018		A		750,000	A	\$0.00 ⁽²⁾	2,133,593	D	
Common Stock								37,664	I	See Footnote ⁽³⁾

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	06/15/2018		A		1,500,000		(5)	(5)	Common Stock	1,500,000	\$0.00	1,500,000	D	

Explanation of Responses:

- Represents the forfeiture of performance-based restricted stock awards previously granted to the Reporting Person on each of June 15, 2011 (125,000 shares), January 3, 2012 (125,000 shares) and June 15, 2012 (1,000,000 shares).
- Represents shares of restricted stock granted to the Reporting Person under the Issuer's 2017 Stock Incentive Plan in connection with the entering into of the Amended and Restated Employment Agreement between the Issuer and the Reporting Person effective as of June 15, 2018 (the "Amended and Restated Employment Agreement"). Such shares of restricted stock will vest on the 5th anniversary of the grant date, provided that the Reporting Person remains continuously employed for the entire vesting period through such 5th anniversary.
- These shares are owned by the reporting person as custodian for his four children under the Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- Each restricted stock unit represents a contingent right to receive one share of CDR common stock.
- Represents shares of performance-based restricted stock units granted to the Reporting Person under the Issuer's 2017 Stock Incentive Plan in connection with the entering into of the Amended and Restated Employment Agreement. The restricted stock units will vest, if at all, based on the Issuer's average total shareholder return over a 5 year performance period, with the ability to earn up on 50% of the units after a 3-year period, as more fully described in the Amended and Restated Employment Agreement.

Remarks:

/s/ Christopher L. Versfelt,
Attorney-in-Fact 06/18/2018

** 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.