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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Franklin Michael Andrew</u> <hr/> (Last) (First) (Middle) <u>2529 VIRGINIA BEACH BLVD</u> <hr/> (Street) <u>VIRGINIA VA 23452</u> <hr/> (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) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/10/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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			
<u>7.25% Series B Cumulative Redeemable Preferred Stock</u>	<u>04/10/2025</u>		<u>S</u>		<u>752</u>	<u>D</u>	<u>\$17.75<sup>(1)</sup></u>	<u>2,138</u>	<u>D</u>	
<u>6.50% Series C Cumulative Redeemable Preferred Stock</u>								<u>855</u>	<u>D</u>	

**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					

**Explanation of Responses:**

1. On February 21, 2025, Cedar Realty Trust, Inc. (the "Issuer") announced concurrent but separate offers to purchase up to an aggregate amount of \$9,500,000 of (i) up to 584,615 shares of its 6.50% Series C Cumulative Redeemable Preferred Stock for \$16.25 per share, in cash, and (ii) up to 535,211 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock (the "Series B Shares") for \$17.75 per share (the "Series B Share Price"), in cash, which expired on March 21, 2025 (each, a "Tender Offer"). On March 24, 2025, the Issuer announced that the Series B Tender Offer would remain open until April 4, 2025 and the aggregate amount of shares that may be purchased under the Tender Offers was increased to \$19,500,000 following the expiration of the Series C Tender Offer. On April 10, 2025, in accordance with the terms of the Tender Offers, the Issuer purchased 592,372 Series B Shares at the Series B Share Price, including 752 Series B Shares tendered by the Reporting Person.

**Remarks:**

/s/ M. Andrew Franklin 04/14/2025

\*\* 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.