FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| O | MВ | AP | PR | O | /A |
|---|----|----|----|---|----|
|   |    |    |    |   |    |

| l | OMB Number:              | 3235-0287 |
|---|--------------------------|-----------|
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| l | hours per response:      | 0.5       |

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

### 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

| Name and Address of Reporting Person      Schanzer Bruce J |         |          | 2. Issuer Name and Ticker or Trading Symbol CEDAR REALTY TRUST, INC. [ CDR ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner  |   |                       |  |  |
|--|---------|----------|--|--|---|-----------------------|--|--|
|  |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/19/2018                  | X  | Officer (give title below)  Pres. & Chief Exec. | Other (specify below) |  |  |
| (Street) PORT WASHINGTON                                   | NY      | 11050    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |   |                       |  |  |
| (City)   | (State) | (Zip)    |  |  |   |                       |  |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transac<br>Code (Ir<br>8) |   |        |               | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported |                                    | Beneficial<br>Ownership |                                |
|---------------------------------|--|---|---------------------------------|---|--------|---------------|--|------------------------------------|-------------------------|--------------------------------|
|                                 |  |   | Code                            | v | Amount | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4) |                         | (Instr. 4)                     |
| Common Stock                    | 06/19/2018                                 |   | S <sup>(1)</sup>                |   | 30,000 | D             | \$4.4554   | 2,103,593                          | D                       |                                |
| Common Stock                    |  |   |                                 |   |        |               |  | 37,664                             |                         | See<br>Footnote <sup>(2)</sup> |

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

| 1. Title of<br>Derivative<br>Security (Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (Ir | ransaction Derivative Code (Instr. Securities |     | Expiration Da<br>(Month/Day/\) | 5. Date Exercisable and Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4) |                 |       | Security<br>(Instr. 5) Securities<br>Beneficia<br>Owned<br>Following<br>Reported | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | vative Ownership Form: Direct (D) or Indirect owing (I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|--|---|--|---|----------|---|-----|--------------------------------|--|-----------------|-------|--|--|--|---------------------------------------|--|
|  |   |  |   | Code     | v   | (A) | (D)                            | Date<br>Exercisable  | Expiration Date | Title | Amount<br>or<br>Number<br>of Shares  |  | Transaction(s)<br>(Instr. 4)                                       |                                       |  |

### **Explanation of Responses:**

- 1. The reported sales were effected to cover taxes due upon the vesting of previously reported restricted stock.
- 2. 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.

## Remarks:

/s/ Christopher L. Versfelt.
Attorney-in-Fact

06/19/2018

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.