

RIOCAN REAL ESTATE INVESTMENT TRUST

Form 4

April 29, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIOCAN REAL ESTATE
INVESTMENT TRUST

(Last) (First) (Middle)

RIOCAN YONGE EGLINTON
CTR., 2300 YONGE ST., #500, POB
2386

(Street)

TORONTO, ONTARIO, A6 M4P
1E4

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CEDAR SHOPPING CENTERS
INC [CDR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 ⁽¹⁾

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

RIOCAN REAL ESTATE INVESTMENT TRUST
RIOCAN YONGE EGLINTON CTR.
2300 YONGE ST., #500, POB 2386
TORONTO, ONTARIO, A6 M4P 1E4

X

RioCan Holdings USA Inc.
RIOCAN YONGE EGLINTON CTR.
2300 YONGE ST., #500, POB 2386
TORONTO, A6 M4P 1E4

X

Signatures

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

04/29/2010

__Signature of Reporting Person

Date

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

04/29/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

RioCan Real Estate Investment Trust indirectly beneficially owns the reported common stock in the issuer through its subsidiary RioCan
(1) 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.

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

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