

RIOCAN REAL ESTATE INVESTMENT TRUST

Form 4/A

April 29, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
04/29/2010

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

TORONTO, ONTARIO, A6 M4P
1E4

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/02/2010		P	100,000 A \$ 6.6	8,016,666	I	By subsidiary - see footnote ⁽¹⁾

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

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 control number.

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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).

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.