

RIOCAN REAL ESTATE INVESTMENT TRUST  
 Form 3  
 November 05, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                                                                                            |                                                                                       |                                                                                            |                                                                                                                                                                                                                        |                                                             |                                                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RIOCAN REAL ESTATE INVESTMENT TRUST</p> <p>(Last) (First) (Middle)</p> <p>RIOCANYONGE EGLINTON CENTER,Â 2300 YONGE ST., SUITE 500, PO BOX 2386</p> <p>(Street)</p> <p>TORONTO, ONTARIO,Â A6Â M4P 1E4</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/26/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CEDAR SHOPPING CENTERS INC [CDR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner<br/>             ___ Officer ___ Other<br/>             (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person<br/>             ___X___ Form filed by More than One Reporting Person</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Comon Stock                        | 6,666,666                                                | I                                                                 | By subsidiary--see footnote <sup>(1)</sup>               |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|--------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|--------------------------------------------|

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|         | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5)                                  |
|---------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|---------------------------------------------|
| Warrant | 10/26/2009       | 10/26/2011      | Common Stock        | 1,428,570                  | \$ 7                         | I                                                          | By subsidiary --see footnote <sup>(2)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                               | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                                              | Director      | 10% Owner | Officer | Other |
| RIOCAN REAL ESTATE INVESTMENT TRUST<br>RIOCANYONGE EGLINTON CENTER<br>2300 YONGE ST., SUITE 500, PO BOX 2386<br>TORONTO, ONTARIO, A6 M4P 1E4 | ^             | ^ X       | ^       | ^     |
| RioCan Holdings USA Inc.<br>RIOCAN YONGE EGLINTON CTR.<br>2300 YONGE ST., #500, POB 2386<br>TORONTO, ONTARIO, A6 M4P 1E4                     | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Raghunath Davloor, RIOCAN REAL ESTATE INVESTMENT TRUST Senior Vice President and Chief Financial Officer 11/05/2009

\_\_Signature of Reporting Person Date

/s/ Raghunath Davloor, RIOCAN HOLDINGS USA INC Senior Vice President, Chief Financial Officer and Secretary 11/05/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) RioCan Real Estate Investment Trust indirectly beneficially owns the reported common stock in the issuer through its subsidiary RioCan Holdings USA Inc. This Form 3 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.

(2) RioCan Real Estate Investment Trust indirectly beneficially owns the reported warrant to purchase common stock in the issuer through its subsidiary RioCan Holdings USA Inc. This Form 3 is being jointly filed by RioCan Real Estate Investment Trust and RioCan Holdings USA Inc. to report the warrant to purchase shares of common stock that is 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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