

CEDAR SHOPPING CENTERS INC
Form S-8 POS
August 12, 2008
Registration No. 333-118361

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CEDAR SHOPPING CENTERS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

42-1241468
(I.R.S. employer
identification no.)

44 South Bayles Avenue
Port Washington, NY 11050
(516) 767-6492
(Address of principal executive offices)

2004 Stock Incentive Plan
(Full title of the plan)

MARTIN H. NEIDELL
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
(Name and address of agent for service)

(212) 806-5836
(Telephone number, including area code of
agent for service)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Port Washington, State of New York, on the 12th of August, 2008.

CEDAR SHOPPING CENTERS, INC.
(Registrant)

By: /s/ Leo S. Ullman
Leo S. Ullman
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-----------------|
| /s/ Leo S. Ullman Leo S. Ullman | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | August 12, 2008 |
| /s/ Lawrence E. Kreider, Jr. Lawrence E. Kreider, Jr. | Principal Financial Officer | August 12, 2008 |
| /s/ Gaspare J. Saitta, II Gaspare J. Saitta, II | Principal Accounting Officer | August 12, 2008 |
| James J. Burns | Director | August __, 2008 |
| Richard Homburg | Director | August __, 2008 |
| /s/ Pamela N. Hootkin Pamela N. Hootkin | Director | August 12, 2008 |
| /s/ Paul G. Kirk, Jr. Paul G. Kirk, Jr. | Director | August 12, 2008 |
| /s/ Everett B. Miller, III Everett B. Miller, III | Director | August 12, 2008 |
| /s/ Roger M. Widmann Roger M. Widmann | Director | August 12, 2008 |

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> | <u>Page Number</u> |
|-----------------------|---|--------------------|
| 5 | Opinion of Stroock & Stroock & Lavan LLP. | |
| 23(a) | Consent of Stroock & Stroock & Lavan LLP. Included in Exhibit 5 to this Registration Statement | |
| 23(b) | Consent of Ernst & Young LLP. | |