

GOODWIN DANIEL L
Form 4
March 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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 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 *
Inland American Real Estate Trust, Inc.

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

2901 BUTTERFIELD ROAD

02/15/2008

(Street)

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

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

OAK BROOK, IL 60523

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2008		P		165,700	A	\$ 11.21
Common Stock	02/19/2008		P		44,500	A	\$ 11.38
Common Stock	02/19/2008		P		55,500	A	\$ 11.41
Common Stock	02/20/2008		P		56,600	A	\$ 11.48
Common Stock	02/21/2008		P		93,900	A	\$ 11.45

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Common Stock	02/22/2008	P	198,900	A	\$ 11.48	5,389,238	D ⁽¹⁾
Common Stock	02/25/2008	P	43,500	A	\$ 11.45	5,432,738	D ⁽¹⁾
Common Stock	02/26/2008	P	41,000	A	\$ 11.58	5,473,738	D ⁽¹⁾
Common Stock	02/27/2008	P	6,500	A	\$ 11.55	5,480,238	D ⁽¹⁾
Common Stock	02/28/2008	P	182,400	A	\$ 11.57	5,662,638	D ⁽¹⁾
Common Stock	02/29/2008	P	139,100	A	\$ 11.54	5,801,738	D ⁽¹⁾
Common Stock	03/03/2008	P	64,500	A	\$ 11.57	5,866,238	D ⁽¹⁾
Common Stock	03/04/2008	P	177,500	A	\$ 11.58	6,043,738	D ⁽¹⁾
Common Stock						2,000	D ⁽²⁾

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

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SEC 1474
(9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Inland American Real Estate Trust, Inc. 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523		X		
GOODWIN DANIEL L 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523		X		
PARKS ROBERT D 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523		X		

Signatures

INLAND AMERICAN REAL ESTATE TRUST, INC., By /s/ Brenda G. Gujral, President		03/04/2008
	**Signature of Reporting Person	Date
DANIEL L. GOODWIN /s/ Daniel L. Goodwin		03/04/2008
	**Signature of Reporting Person	Date
ROBERT D. PARKS /s/ Robert D. Parks		03/04/2008
	**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).
- (1) The reported shares are owned directly by Inland American. Mr. Goodwin and Mr. Parks disclaim beneficial ownership of the shares beneficially owned by Inland American except to the extent of their respective ownership of shares of Inland American stock.
- (2) The reported shares are owned directly by Mr. Parks.

Remarks:

To obtain a waiver of the 9.9% common stock ownership limitation in the issuer's charter, Inland American Real Estate Trust,

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.