

GOODWIN DANIEL L  
Form 4  
March 07, 2008

**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 \*  
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  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

2901 BUTTERFIELD ROAD

03/05/2008

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock                    | 03/05/2008                           |  | P                              |   | 35,100  | \$ 11.45   | A 6,078,838 D <u>(1)</u>          |
| Common Stock                    | 03/06/2008                           |  | P                              |   | 112,950   | \$ 11.43   | A 6,191,788 D <u>(1)</u>          |
| Common Stock                    |                                      |  |                                |   |   |  | 2,000 D <u>(2)</u>                |

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

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SEC 1474  
(9-02)

number.

**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... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| INLAND AMERICAN REAL ESTATE TRUST, INC., BY /s/ Brenda G. Gujral,<br>President | 03/06/2008 |
| __Signature of Reporting Person  | Date       |
| DANIEL L. GOODWIN /s/ Daniel L. Goodwin  | 03/06/2008 |
| __Signature of Reporting Person  | Date       |
| ROBERT D. PARKS /s/ Robert D. Parks  | 03/06/2008 |
| __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).

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- (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.

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