Mays Philip Form 4 January 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

See Instruction 1(b).

(City)

Common

Stock

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

2. Issuer Name and Ticker or Trading

CEDAR REALTY TRUST, INC.

(Print or Type Responses)

1. Name and Address of Reporting Person *

Mays Philip

(First) (Middle)

(Last)

44 SOUTH BAYLES AVENUE

(Street)

[CDR]

Symbol

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

01/03/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Issuer

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

PORT WASHINGTON, NY 11050 (State)

01/03/2012

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

Code (Instr. 8)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities Acquired

(A)

Code V Amount (D) Price

 $A^{(1)}$

19,362 Α \$0 156,473 Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

Transaction(s) (Instr. 3 and 4)

5. Amount of

Beneficially

Securities

Owned Following

Reported

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------------------|--------------|------------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities Acquired | | (Instr. 3 and 4) |) | Owne | |
| | Security | | | | | | | | Follo | |
| | • | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | Amoun | t | |
| | | | | | | | | or | · | |
| | | | | | | Date | Expiration | Title Numbe | r | |
| | | | | | | Exercisable | Date | of | | |
| | | | | Code V | (A) (D) | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mays Philip 44 SOUTH BAYLES AVENUE PORT WASHINGTON, NY 11050

Chief Financial Officer

Signatures

/s/ Martin H. Neidell, Attorney-In-Fact

01/04/2012

**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) Constitutes restricted stock issued under 2004 Stock Incentive Plan.

Remarks:

Exhibit Index - Exhibit 24 - Power of Attorney

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.

Reporting Owners 2