

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<br>Leo S. Ullman                       | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | August 12, 2008 |
| /s/ Lawrence E. Kreider, Jr.<br>Lawrence E. Kreider, Jr. | Principal Financial Officer   | August 12, 2008 |
| /s/ Gaspare J. Saitta, II<br>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<br>Pamela N. Hootkin               | Director  | August 12, 2008 |
| /s/ Paul G. Kirk, Jr.<br>Paul G. Kirk, Jr.               | Director  | August 12, 2008 |
| /s/ Everett B. Miller, III<br>Everett B. Miller, III     | Director  | August 12, 2008 |
| /s/ Roger M. Widmann<br>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.<br>Included in Exhibit 5 to this Registration Statement |                    |
| 23(b)                 | Consent of Ernst & Young LLP.   |                    |