

CEDAR REALTY TRUST, INC.
Form SC 13D
December 19, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. __)

CEDAR REALTY TRUST, INC.
(Name of Issuer)

Common Stock, Par Value \$.06 per share
(Title of Class of Securities)

150602209
(CUSIP Number of Class
of Securities)

Michael L. Ashner
WRT Realty, L.P.
7 Bulfinch Place
Suite 500
Boston, Massachusetts 02114
(617) 570-4614

David J. Heymann
Post Heymann & Koffler LLP
Two Jericho Plaza
Wing A, Suite 211
Jericho, New York 11753
(516) 681-3636

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 8, 2011
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on next page(s))

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CUSIP NO. 150602209

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- 1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

WRT Realty, L.P.
I.R.S. I.D. No.:
- 2. Check the Appropriate Box if a Member of a Group * (a)
(b)

3. SEC Use Only

4. Sources of Funds *

WC
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) of 2(f)

6. Citizenship or Place of Organization

| | | | |
|---|----------|--------------------------|------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | Delaware | 7. | Sole Voting Power |
| | | | 5,196,030 |
| | | 8. | Shared Voting Power |
| | | | - 0 - |
| | | 9. | Sole Dispositive Power |
| | | | 5,196,030 |
| | 10. | Shared Dispositive Power | |
| | | - 0 - | |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,196,030 Shares

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

7.6%

14. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 150602209

13D

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- 1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Winthrop Realty Trust
I.R.S. I.D. No.:
- 2. Check the Appropriate Box if a Member of a Group * (a)
(b)

3. SEC Use Only

4. Sources of Funds *

WC
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) of 2(f)

6. Citizenship or Place of Organization

Ohio

| | | |
|---|-----|--------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power |
| | | 5,196,030 |
| | 8. | Shared Voting Power |
| | | - 0 - |
| | 9. | Sole Dispositive Power |
| | | 5,196,030 |
| | 10. | Shared Dispositive Power |
| | | - 0 - |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,196,030 Shares

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

7.6%

14. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This statement on Schedule 13D relates to shares of Common Stock, par value \$.06 per share (the "Common Stock") of Cedar Realty Trust, Inc., a Maryland corporation (the "Issuer"), formerly known as Cedar Shopping Centers, Inc. The principal executive offices of the Issuer are located at 44 South Bayles Avenue, Port Washington, New York 11050-3765.

Item 2. Identity and Background.

(a) This statement is being filed by WRT Realty, L.P., a Delaware limited partnership ("WRT"), and Winthrop Realty Trust, an Ohio business trust ("Winthrop"). WRT is the operating partnership of, and wholly-owned by, Winthrop

(b) The principal business address of both WRT and Winthrop is 7 Bulfinch Place, Suite 500, P.O. Box 9507, Boston, Massachusetts 02114.

(c) The principal business of WRT and Winthrop is to acquire, hold and ultimately dispose of real estate related assets including, without limitation, real property and securities in entities that invest in real property.

(d) and (e) During the last five years, neither WRT nor Winthrop has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding or a judicial or administrative body of competent jurisdiction as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Not applicable.

Item 3. Source and Amount of Funds of Other Consideration.

WRT purchased the 5,196,030 shares of Common Stock for an aggregate purchase price of \$18,757,668. The source of funds to acquire the 5,196,030 shares of Common Stock was provided from the working capital of WRT.

Item 4. Purpose of Transaction.

WRT has acquired the Common Stock reported herein with a view to making a profit on its investment. In light of its investment objectives, WRT intends to consider appropriate methods of maximizing the value of the Common Stock and, to the extent consistent with its investment objectives and stockholder value in general.

Item 5. Interest of Securities of the Issuer.

(a) WRT directly owns 5,196,030 shares of Common Stock representing 7.6% of the total outstanding Common Stock. Winthrop, as the ultimate sole equity owner of WRT, beneficially owns all of the shares of Common Stock held by WRT. The foregoing percentage is based upon 68,009,775 shares of Common Stock outstanding which represents the number of shares reported outstanding in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011.

(b) WRT and Winthrop have the sole power to vote and dispose of 5,196,030 shares of Common Stock.

(c) Set forth below is a description of all transactions in Shares that were effected during the past sixty days by WRT. All such transactions were purchases effected by WRT on the open market.

| Date | Number of Shares | Price Per Share |
|----------|------------------|-----------------|
| 10/18/11 | 200,000 | 2.96 |
| 10/19/11 | 294,773 | 3.00 |
| 10/20/11 | 1,078,697 | 3.15 |
| 10/26/11 | 10,925 | 3.25 |
| 10/27/11 | 475,000 | 3.50 |
| 11/01/11 | 111,562 | 3.50 |
| 11/04/11 | 429,821 | 3.75 |
| 11/07/11 | 1,603 | 3.75 |
| 11/08/11 | 81,400 | 3.65 |
| 11/09/11 | 226,719 | 3.64 |
| 11/10/11 | 27,309 | 3.10 |
| 11/18/11 | 50,000 | 3.40 |
| 11/21/11 | 75,000 | 3.27 |
| 11/22/11 | 1,900 | 3.25 |
| 11/23/11 | 73,100 | 3.23 |
| 11/25/11 | 69,761 | 3.18 |
| 11/29/11 | 13,592 | 3.19 |
| 11/30/11 | 50,000 | 3.24 |
| 12/07/11 | 100,000 | 3.50 |
| 12/08/11 | 46,628 | 3.50 |
| 12/09/11 | 400 | 3.55 |
| 12/13/11 | 103,962 | 3.84 |
| 12/14/11 | 100,000 | 4.00 |
| 12/15/11 | 1,398,878 | 4.07 |
| 12/19/11 | 175,000 | 4.10 |

(d) Not applicable

(e) Not applicable

Item 6. Contracts, Arrangement, Understandings or Relationships With Respect to Securities of the Issuer.

Except as may otherwise be described in Item 4 hereto, there are no contracts, arrangements, understandings or relationships among Winthrop and WRT and between such persons and any persons with respect to any securities of the Issuer.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement
Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Pursuant to Rule 13d-1(k), this Schedule 13D is filed jointly on behalf of each of the Reporting Persons.

Dated: December 19, 2011

WRT REALTY, L.P.

By: Winthrop Realty Trust,
Its General Partner

By: /s/ Michael L. Ashner
Michael L. Ashner

WINTHROP REALTY TRUST

By: /s/ Michael L. Ashner
Michael L. Ashner