

CEDAR REALTY TRUST, INC.
Form SC 13D/A
October 18, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. 2)

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)

October 17, 2012
(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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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 |
| | | | 3,000,716 |
| | | 8. | Shared Voting Power |
| | | | - 0 - |
| | | 9. | Sole Dispositive Power |
| | | | 3,000,716 |
| | | 10. | Shared Dispositive Power |
| | | | - 0 - |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,000,716 Shares
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

4.2%
14. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 150602209

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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 3,000,716 |
| | 8. | Shared Voting Power |
| | 9. | - 0 - Sole Dispositive Power |
| | 10. | 3,000,716 Shared Dispositive Power |
| | | - 0 - |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,000,716 Shares

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

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

4.2%

14. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2 amends certain information contained in the Schedule 13D filed with the Securities Exchange Commission jointly by WRT Realty, L.P., a Delaware limited partnership (“WRT”), and Winthrop Realty Trust, an Ohio business trust (“Winthrop”) on December 19, 2011, as amended by Amendment No. 1 to Schedule 13D filed on March 8, 2012 (as amended the “13D”) with respect to shares of Common Stock, par value \$.06 per share (the “Common Stock”) of Cedar Realty Trust, Inc., a Maryland corporation (the “Issuer”). Capitalized terms used but not defined herein have the meanings ascribed to them in the 13D.

Item 5. Interest of Securities of the Issuer.

Item 5 of the 13D is amended to read as follows:

- (a) WRT directly owns 3,000,716 shares of Common Stock representing 4.2% 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 71,791,845 shares of Common Stock outstanding which represents the number of shares reported outstanding at July 31, 2012 on the cover of the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2012.
- (b) WRT and Winthrop have the sole power to vote and dispose of 3,000,716 shares of Common Stock.
- (c) During the past sixty days, the only transaction effected by WRT in the Common Stock was the sale of 3,250,000 shares at a per share price of \$5.28 on October 17, 2012.
- (d) Not applicable
- (e) WRT ceased to be the owner of more than 5% of the Common Shares as of October 17, 2012.

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: October 18, 2012

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