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CEDAR SHOPPING CENTERS INC
Form SC 13G
February 06, 2006

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.)*

Cedar Shopping Centers, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

150602209

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page 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).

CUSIP No. 150602209

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

ABN AMRO ASSET MANAGEMENT (USA) LLC
36-0884183

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. Sole Voting Power

1,432,150

6. Shared Voting Power

7. Sole Dispositive Power

1,729,600

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,729,600

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.067%

12. Type of Reporting Person (See Instructions)

IA

ITEM 1.

(a) Name of Issuer
CEDAR SHOPPING CENTERS, INC.

(b) Address of Issuer's Principal Executive Offices
44 SOUTH BAYLES AVENUE

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PORT WASHINGTON, NY 11050

ITEM 2.

- (a) Name of Person Filing
ABN AMRO ASSET MANAGEMENT (USA) LLC
- (b) Address of Principal Business Office or, if none, Residence
161 N. CLARK STREET, 9TH FLOOR
CHICAGO, IL 60601-2468
- (c) Citizenship
DELAWARE CORPORATION
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
150602209

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) or 240.13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:
1,729,600
- (b) Percent of Class:
6.067%
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote
1,432,150
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
1,729,600
- (iv) Shared power to dispose or to direct the disposition of

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION

SIGNATURE

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.

2-1-06

Date

/s/ Elwood Weilage

Signature

Elwood Weilage Sr VP

Name/Title