

SAFEWAY INC
Form 4
April 21, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EVERETTE BRUCE L

(Last) (First) (Middle)

SAFEWAY INC., 5918
STONERIDGE MALL ROAD

(Street)

PLEASANTON, CA 94588-3229

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SAFEWAY INC [SWY]

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) Amount Price	39,500.5707	I	401 (k) plan
Common Stock				(A) Amount Price	6,771.1927	I	Employee Stock Purchase Plan
Common Stock	04/19/2005		M ⁽¹⁾	13,000 A \$ 9.4375	93,065	D	
Common Stock	04/19/2005		S ⁽¹⁾	13,000 D \$ 21	80,065	D	
	04/21/2005		M ⁽¹⁾	37,000 A	117,065	D	

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Common Stock \$ 9.4375
 Common Stock 04/21/2005 S⁽¹⁾ 37,000 D \$ 21 80,065 D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 9.4375	04/19/2005		M ⁽¹⁾	13,000	⁽²⁾ 07/04/2005	Common Stock	13,000	
Employee Stock Option (right to buy)	\$ 9.4375	04/21/2005		M ⁽¹⁾	37,000	⁽²⁾ 07/04/2005	Common Stock	37,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERETTE BRUCE L SAFEWAY INC. 5918 STONERIDGE MALL ROAD PLEASANTON, CA 94588-3229			Executive Vice President	

Signatures

/s/ Linda C. Saylor,
Attorney-in-Fact

04/21/2005

__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) The exercise(s) and sale(s) reported were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 16, 2004.
- (2) Granted under the Safeway Inc. 1999 Amended and Restated Equity Participation Plan, which is a 16b-3 plan. The option was fully exercisable on 07/04/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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