GROVE JANET Form 4/A January 30, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

GROVE JANET

SAFEWAY INC [SWY]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

50 SUTTON PLACE SOUTH, APT.

(Street)

12/31/2006

#20-G

4. If Amendment, Date Original

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

(Instr. 4)

Filed(Month/Day/Year) 01/03/2007

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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Derivative (D) Security (Instr. 3, 4, and 5) **Expiration Title** Code V (A) (D) Date Amount o Exercisable Number o Date Shares Phantom 1,121.5289 1,121.52 Common (1) Stock (1) 12/31/2006 (1) Α (3) Stock

(Month/Day/Year) (Instr. 8) (A) or Disposed of

Reporting Owners

Price of

Reporting Owner Name / Address

Director 10% Owner Officer Other

GROVE JANET
50 SUTTON PLACE SOUTH
APT. #20-G
NEW YORK, NY 10022

Signatures

(Instr. 3)

Units

/s/ Laura A. Donald, Attorney-in-Fact

01/30/2007

Date

**Signature of Reporting Person

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).
- The phantom stock units were credited under the Safeway Inc. Directors Deferred Compensation Plan and are to be settled in cash on a 1-for-1 basis upon retirement from the Board or at a permissible future time elected by the director.
- (2) This amendment is being filed to correct an inadvertent error in the price of the derivative security (Table II, Column 8).
- This amendment is being filed to correct the number of phantom stock units acquired on 12/31/2006 (Table II, Columns 5 and 7) and the (3) number of derivative securities beneficially owned following the reported transaction (Table II, Column 9) as a result of the correction in the price of the derivative security described in Footnote 2 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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