PLAISANCE MELISSA C

Form 4

March 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PLAISANCE MELISSA C Issuer Symbol SAFEWAY INC [SWY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 5918 STONERIDGE MALL ROAD 03/02/2009 below) Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

| PLEASAN | TON, | CA 9 | 4588 |
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|---------|------|------|------|

(Ctata)

| (City) | (State) (2 | Table | I - Non-De | erivative S | Securi | ties Acc | quired, Disposed o | of, or Beneficial | ly Owned |
|------------------------|--------------------------------------|-------------------------------|--------------------|-------------------|------------------|--------------|--|----------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securit | | or | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, Amount | (A) or (D) | 5) Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | 03/04/2009 | | A | 2,540 | A | <u>(1)</u> | 8,188 | D | |
| Common Stock | | | | | | | 1,157.6886 (2) | I | By 401(k) Plan |
| Common Stock | | | | | | | 2,500 | I | By spouse (IRA) |

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

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number.

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. Transacti Code (Instr. 8) | 5. Number of orDerivative 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) | |
|--|---|---|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) (3) | \$ 18.28 | 03/02/2009 | | A(3) | 50,000 | <u>(4)</u> | 03/02/2019 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| PLAISANCE MELISSA C | | | Senior | | | | |
| 5918 STONERIDGE MALL ROAD | | | Vice | | | | |
| PLEASANTON, CA 94588 | | | President | | | | |

Signatures

/s/Laura A. Donald, Attorney-in-Fact 03/04/2009

**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) Restricted Stock granted under the Safeway Inc. 2007 Equity and Incentive Award Plan, which is a Rule 16b-3 plan.
- (2) Between July 1, 2008 and February 28, 2009, the reporting person acquired 12.1224 shares of Safeway Common Stock under the Safeway 401(k) plan. The information in this report is based on a plan statement dated as of February 28, 2009.
- (3) Granted under the Safeway Inc. 2007 Equity and Incentive Award Plan, which is a Rule 16b-3 plan.
- (4) The option becomes exercisable in successive annual increments of 20% of the original number of shares subject to the option, beginning on the first anniversary of the date of grant; the option becomes fully exercisable on 03/02/2014.

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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