#### RENDA LARREE M

Form 4

November 12, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

Form 5 obligations may continue.

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

See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* RENDA LARREE M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SAFEWAY INC [SWY]

(Check all applicable)

(First)

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

(Instr. 8)

Director 10% Owner X\_ Officer (give title

below)

Other (specify below)

5918 STONERIDGE MALL ROAD

(Street)

10/19/2009

**Executive Vice President** 6. Individual or Joint/Group Filing(Check

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

(Instr. 3, 4 and 5)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PLEASANTON, CA 94588-3229

(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)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

Following Reported

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and An Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)				
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title A
Employee Stock Option (right to buy) (1)	\$ 29.94	10/19/2009		G	V		293,000	<u>(1)</u>	02/25/2014	Common Stock
Employee Stock Option (right to buy) (1)	\$ 29.94	10/19/2009		G	V	293,000		<u>(1)</u>	02/25/2014	Common Stock
Employee Stock Option (right to buy) (2)	\$ 18.28	10/19/2009		G	V		295,000	<u>(2)</u>	03/02/2019	Common Stock
Employee Stock Option (right to buy) (2)	\$ 18.28	10/19/2009		G	V	295,000		<u>(2)</u>	03/02/2019	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of the Fund of Fundament	Director	10% Owner	Officer	Other			
RENDA LARREE M			Executive				
5918 STONERIDGE MALL ROAD			Vice				
PLEASANTON, CA 94588-3229			President				

# **Signatures**

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

\*\*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).
- Granted under the Safeway Inc. 2007 Equity and Incentive Award Plan, which is a Rule 16b-3 plan. 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 2/25/2013.

**(2)** 

Reporting Owners 2

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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.