SAFEWAY INC Form 4

September 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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 * GORDON ROBERT A			2. Issuer Name and Ticker or Trading Symbol SAFEWAY INC [SWY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chech an approach)		
			(Month/Day/Year)	Director 10% Owner		
5918 STONERIDGE MALL ROAD			09/05/2013	X_ Officer (give title Other (sp below) below) Senior Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	(Bucci)		Filed(Month/Day/Year)	Applicable Line)		
PLEASANTON, CA 94588-3229			Thed(Month Day, Teat)	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficia	ally 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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	09/05/2013		M(1)	20,000	A	\$ 25.76	109,367	D	
Common Stock	09/05/2013		S <u>(1)</u>	20,000	D	\$ 25.89	89,367	D	
Common Stock							344.6685 <u>(2)</u>	I	By 401(k) Plan
Common Stock							1,121.6791 (3)	I	By Employee Stock Purchase

Plan

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	iorDerivative Securities		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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) (4)	\$ 25.76	09/05/2013		M		20,000	<u>(4)</u>	09/09/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
GORDON ROBERT A			Senior					
5918 STONERIDGE MALL ROAD			Vice					
PLEASANTON, CA 94588-3229			President					

Signatures

/s/ Laura A. Donald, Attorney-in-Fact 09/06/2013

**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 reported exercise and sale were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 6, 2013.
- (2) Between March 1, 2013 and August 31, 2013, the reporting person acquired 5.0091 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 August 31, 2013.
- (3) Between March 1, 2013 and August 31, 2013, the reporting person acquired 16.2737 shares of Safeway Common Stock under the Safeway Employee Stock Purchase Plan. The information in this report is based on a plan statement dated as of August 31, 2013.

Reporting Owners 2

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(4) Granted under the Safeway Inc. 1999 Amended and Restated Equity Participation Plan, which is a Rule 16b-3 plan. The option became fully exerciseable on 9/09/2008.

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