

SAFEWAY INC  
Form S-8 POS  
December 16, 2009

As filed with the Securities and Exchange Commission on December 16, 2009

Registration No. 333-84749

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**SAFEWAY INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>5918 Stoneridge Mall Road</b>  <b>Pleasanton, California 94588</b> (Address, including Zip Code, of Principal Executive Offices)	<b>94-3019135</b> (I.R.S. Employer Identification No.)
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**RANDALL S FOOD MARKETS, INC.**  
**STOCK OPTION AND RESTRICTED STOCK PLAN**  
**AMENDED AND RESTATED 1997 STOCK PURCHASE**  
**AND OPTION PLAN FOR KEY EMPLOYEES FOR**  
**RANDALL S FOOD MARKETS, INC. AND SUBSIDIARIES**  
  
(Full Titles of the Plans)

**Robert A. Gordon, Esq.**  
**Senior Vice President and General Counsel**  
  
**SAFEWAY INC.**  
**5918 Stoneridge Mall Road**  
**Pleasanton, California 94588**  
**(925) 467-3000**  
  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*  
  
**Scott R. Haber, Esq.**  
  
**Latham & Watkins**  
  
**505 Montgomery Street, Suite 1900**  
  
**San Francisco, California 94111**

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(415) 391-0600

**DEREGISTRATION OF SECURITIES**

The Registrant registered 1,100,000 shares of Common Stock for issuance under the Amended and Restated 1997 Stock Purchase and Option Plan for Key Employees for Randall's Food Markets, Inc. and Subsidiaries, as amended, and the Randall's Food Markets, Inc. Stock Option and Restricted Stock Plan, as amended (collectively, the Plans) pursuant to a registration statement on Form S-4 effective August 13, 1999 (Registration No. 333-84749), as amended by Post-Effective Amendment No. 1 on Form S-8 filed with the Securities and Exchange Commission on September 16, 1999 (the Registration Statement). Each of the Plans has expired and no further awards or shares are issuable under the Plans.

Accordingly, the Registrant is filing this Post-Effective Amendment No. 2 to deregister all of the unissued shares of Common Stock formerly issuable under the Plans and registered under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 333-84749 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California on this 16th day of December, 2009.

SAFEWAY INC.

By: */s/* ROBERT A. GORDON  
**Robert A. Gordon**  
**Senior Vice President and General Counsel**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 333-84749 has been signed by the following persons in the capacities indicated on December 16, 2009.

Signature	Title
<i>/s/</i> STEVEN A. BURD	Chairman, President and Chief Executive Officer
<b>Steven A. Burd</b>	(Principal Executive Officer)
<i>/s/</i> ROBERT L. EDWARDS	Executive Vice President and Chief Financial Officer
<b>Robert L. Edwards</b>	
<i>/s/</i> DAVID F. BOND	Senior Vice President, Finance and Control
<b>David F. Bond</b>	(Chief Accounting Officer)
<i>/s/</i> JANET E. GROVE	Director
<b>Janet E. Grove</b>	
<i>/s/</i> MOHAN GYANI	Director
<b>Mohan Gyani</b>	
<i>/s/</i> PAUL HAZEN	Director
<b>Paul Hazen</b>	
	Director
<b>Frank C. Herringer</b>	
<i>/s/</i> ROBERT I. MACDONNELL	Director
<b>Robert I. MacDonnell</b>	
<i>/s/</i> KENNETH W. ODER	Director
<b>Kenneth W. Oder</b>	

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Director

**Arun Sarin**

/s/ MICHAEL S. SHANNON

Director

**Michael S. Shannon**

/s/ REBECCA A. STIRN

Director

**Rebecca A. Stirn**

/s/ WILLIAM Y. TAUSCHER

Director

**William Y. Tauscher**

/s/ RAYMOND G. VIAULT

Director

**Raymond G. Vault**