SAFEWAY INC Form 4 February 02, 2015

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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 HERRINGER FRANK C Issuer Symbol SAFEWAY INC [SWY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 5918 STONERIDGE MALL ROAD 01/30/2015 below) (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

PLEASANTON, CA 94588

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially 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. Securi onAcquired Disposed (Instr. 3,	(A) 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	01/30/2015		D		D	(1)	0	I	By the Frank C. and Mary Ellen Herringer 1995 Family Trust
Common Stock	01/30/2015		D	5,000	D	<u>(1)</u>	0	I	By the Sarah Herringer 2012 Irrevocable Trust B
Common	01/30/2015		D	5,000	D	<u>(1)</u>	0	I	By the Julia

Person

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Stock								Herringer 2012 Irrevocable Trust B
Common Stock	01/30/2015	D	8,000	D	(1)	0	I	Spouse Keogh

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Stock Option (right to buy)	\$ 24.79	01/30/2015		D	20,000	(2)	<u>(2)</u>	Common Stock	
Phantom Stock Units	(3)	01/30/2015		D	70,285.1678	01/30/2015	01/30/2015	Common Stock	70

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HERRINGER FRANK C 5918 STONERIDGE MALL ROAD PLEASANTON, CA 94588	X					

Signatures

/s/ Laura A. Donald, Attorney-in-Fact 02/02/2015

Reporting Owners 2

Date

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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).
 - Disposed of as of the effective date of the merger pursuant to the merger agreement dated as of March 6, 2014 among issuer, AB Acquisition LLC, Albertson's Holdings LLC, Albertson's LLC and Saturn Acquisition Merger Sub, Inc., as amended (the "merger of the control of the con
- agreement"). Upon the effective date of the merger each share of common stock became the right to receive the merger consideration consisting of: (i) a cash payment of \$34.92, (ii) one contingent value right relating to issuer's interest in Casa Ley, S.A. de C.V. (a "Casa Ley CVR") and (iii) one contingent value right relating to any deferred consideration relating to the sale of the assets of issuer's real-estate development subsidiary Property Development Centers, LLC (a "PDC CVR"), less any applicable withholding taxes.
 - The option originally vested in successive annual increments of 1/3 of the original number of shares subject to the option, beginning March 6, 2009. Pursuant to the merger agreement, each option, whether vested or unvested, was canceled as of the effective date of the
- (2) merger in exchange for the right to receive for each share of common stock issuable upon exercise of the option (i) a cash payment of \$34.92 less the exercise price per share of the option, (ii) one Casa Ley CVR and (iii) one PDC CVR, less any applicable withholding taxes.
- Each phantom stock unit represented the right to receive the cash value of the common stock on a 1-for-1 basis upon retirement from the Board or at a permissible time elected by the director. Pursuant to the merger agreement, each phantom stock unit was canceled as of the effective date of the merger in exchange for the right to receive (i) a cash payment of \$34.92, (ii) one Casa Ley CVR and (iii) one PDC CVR.

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.