

SAFEWAY INC
Form 4
February 02, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GYANI MOHAN S

(Last) (First) (Middle)

5918 STONERIDGE MALL ROAD

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SAFEWAY INC [SWY]

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/30/2015		D		20,000	D	0	By IRA and Family Trust
Common Stock	01/30/2015		D		25,000	D	0	By IRA

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)
Phantom Stock Units	(2)	01/30/2015		D	76,408.9988	01/30/2015 01/30/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GYANI MOHAN S 5918 STONERIDGE MALL ROAD PLEASANTON, CA 94588		X		

Signatures

/s/ Laura A. Donald,
Attorney-in-Fact
**Signature of Reporting Person

02/02/2015
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) 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 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.
- (2) 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.