

SAFEWAY INC
Form 4
October 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
Griffith Kelly P

(Last) (First) (Middle)

C/O SAFEWAY INC., 5918
STONERIDGE MALL RD.

(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)
10/28/2013

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)
Executive Vice President

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)			
				(A) or (D)	Price					
Common Stock	10/28/2013		M	V	6,000	A	\$ 25.74	62,630	D	
Common Stock	10/28/2013		S		6,000	D	\$ 36.26 <u>(1)</u>	56,630	D	
Common Stock	10/28/2013		M		5,000	A	\$ 20.07	61,630	D	
Common Stock	10/28/2013		S		5,000	D	\$ 36.26 <u>(1)</u>	56,630	D	

I

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Common Stock	5,955.3495 <u>(2)</u>		By 401(k) Plan
Common Stock	981.0432 <u>(3)</u>	I	By Employee Stock Purchase Plan
Common Stock	400	I	By Spouse (IRA)

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

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(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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Option (Right to Buy) <u>(4)</u>	\$ 25.74	10/28/2013		M	6,000	<u>(4)</u> 07/21/2014	Common Stock	6,000	
Employee Stock Option (Right to Buy) <u>(5)</u>	\$ 20.07	10/28/2013		M	5,000	<u>(5)</u> 07/26/2020	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Griffith Kelly P
C/O SAFEWAY INC.
5918 STONERIDGE MALL RD.
PLEASANTON, CA 94588

Executive Vice President

Signatures

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

10/29/2013

__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).

- The price of \$36.26 per share represents a weighted average of sales prices ranging from \$36.25 to \$36.29 per share. The reporting person
- (1) undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (2) Between September 1, 2013 and September 30, 2013, the reporting person acquired 23.6042 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 September 30, 2013.
 - (3) Between September 1, 2013 and September 30, 2013, the reporting person acquired 7.1973 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 September 30, 2013.
 - (4) Granted under the Safeway Inc. 2007 Equity and Incentive Award Plan, which is a Rule 16b-3 plan. This option became fully exercisable on 7/21/2013.
 - (5) Granted under the Safeway Inc. 2007 Equity and Incentive Award Plan, which is a Rule 16b-3 plan. The option is exercisable in five annual increments of 20%, beginning on the first anniversary of the date of grant and will be fully exercisable on 7/26/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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