

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-07**

SEC Accession No. **0001207902-03-000003**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

MACDONNELL ROBERT I

CIK: **1207902**

Type: **5**

Business Address
C/O KKR & CO
9 WEST 57TH STREET 41ST
FLOOR
NEW YORK NY 10019
2127508300

SUBJECT COMPANY

SAFEWAY INC

CIK: **86144** | IRS No.: **943019135** | State of Incorporation: **DE** | Fiscal Year End: **1228**

Type: **5** | Act: **34** | File No.: **001-00041** | Film No.: **03545748**

SIC: **5411** Grocery stores

Mailing Address
5918 STONERIDGE MALL
ROAD
PLEASANTON CA 94588

Business Address
5918 STONERIDGE MALL RD
PLEASANTON CA 94588
9254673000

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

Form 3 Holdings Reported
 Form 4 Transactions Reported

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response . . .0.5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* MacDonnell, Robert I. (Last) (First) (Middle) 2800 Sand Hill Road, Suite 200 (Street) Menlo Park, CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Safeway Inc. (SWY) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/02 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 5 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any (Month/	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities	10. Ownership Form	11. Nature of Indirect Beneficial
---------------------------------	------------------------------------	---------------------	---	---------------------	--	---	---	--	------------------------------------	--------------------	-----------------------------------

(Instr. 3)	Derivative Security	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 & 5)		(Month/Day/Year)		Title	Amount or Number of Shares	Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock Units	(1)	(1)	A	224.9010		(1)	(1)	Common Stock	224.9010	\$44.61		
Phantom Stock Units	(1)	(1)	A	300.7383		(1)	(1)	Common Stock	300.7383	\$29.40	11,972.33	D

Explanation of Responses:

(1) The phantom stock units were accrued on March 31 and June 30, 2002 under the Safeway Inc. Directors Deferred Compensation Plan. The phantom stock units are to be settled in cash on a 1-for-1 basis upon the reporting person's retirement.

By: /s/ **Linda C. Saylor**
Attorney in Fact

2/7/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.