

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 August 04, 2008

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 *
 HAUB ERIVAN KARL

2. Issuer Name and Ticker or Trading Symbol
 GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/04/2008

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

WISSOLLSTRASSE 5-43

(Street)

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

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

45478 MULHEIM A.D. RUHR, 2M

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$1 par value | | | | | 15,550 | I | Spouse ⁽¹⁾ |
| Common Stock, \$1 par value | 08/04/2008 | | P | 1,300 A | \$ 14.9 256,400 | D | |
| Common Stock, \$1 par value | 08/04/2008 | | P | 100 A | \$ 14.92 256,500 | D | |
| Common Stock, \$1 par value | 08/04/2008 | | P | 200 A | \$ 14.93 256,700 | D | |

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par value

| | | | | | | | |
|-----------------------------|------------|---|-----|---|----------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 600 | A | \$ 14.94 | 257,300 | D |
|-----------------------------|------------|---|-----|---|----------|---------|---|

| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 3,500 | A | \$ 14.96 | 260,800 | D |
|-----------------------------|------------|---|-------|---|----------|---------|---|

| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 1,300 | A | \$ 14.95 | 262,100 | D |
|-----------------------------|------------|---|-------|---|----------|---------|---|

| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 2,500 | A | \$ 14.99 | 264,600 | D |
|-----------------------------|------------|---|-------|---|----------|---------|---|

| | | | | | | | |
|-----------------------------|------------|---|-----|---|----------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 200 | A | \$ 14.98 | 264,800 | D |
|-----------------------------|------------|---|-----|---|----------|---------|---|

| | | | | | | | |
|-----------------------------|------------|---|-----|---|-------|---------|---|
| Common Stock, \$1 par value | 08/04/2008 | P | 300 | A | \$ 15 | 265,100 | D |
|-----------------------------|------------|---|-----|---|-------|---------|---|

| | | | | | | | | |
|-----------------------------|--|--|--|--|--|------------|---|----------------------------|
| Common Stock, \$1 par value | | | | | | 21,995,371 | I | Limited Partnership (2) |
|-----------------------------|--|--|--|--|--|------------|---|----------------------------|

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

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.

SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAUB ERIVAN KARL WISSOLLSTRASSE 5-43 45478 MULHEIM A.D. RUHR, 2M | | X | | |

Signatures

| | |
|---|------------|
| Erivan Karl Haub by John D. Barline (Attorney-in-Fact) | 08/04/2008 |
| __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).
- (1) The reporting person expressly declares that the filing of this statement is not an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by his spouse.
- Shares owned by Tengelmänn Warenhandels-gesellschaft KG, a German limited partnership. The reporting person expressly declares that
- (2) the filing of this statement is not an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Tengelmänn.

Remarks:

- * The reporting person is a citizen of the Federal Republic of Germany.

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.