

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 June 01, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 05/22/2007

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock, \$1 par value | 05/22/2007 | | M | | 253 A \$ 21.7 | 11,512 | I Spouse ⁽¹⁾ |
| Common Stock, \$1 par value | 05/22/2007 | | M | | 253 A \$ 25.56 | 11,765 | I Spouse ⁽¹⁾ |
| Common Stock, \$1 par value | 05/22/2007 | | M | | 253 A \$ 28.62 | 12,018 | I Spouse ⁽¹⁾ |
| Common Stock, \$1 | 05/22/2007 | | M | | 633 A \$ 12.9 | 12,651 | I Spouse ⁽¹⁾ |

Edgar Filing: GREAT ATLANTIC & PACIFIC TEA CO INC - Form 4

| | | | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|------------|---|--|--------------------------------|
| par value | | | | | | | | | |
| Common Stock, \$1 par value | 05/22/2007 | M | 633 | A | \$ 11.62 | 13,284 | I | | Spouse <u>(1)</u> |
| Common Stock, \$1 par value | 05/22/2007 | M | 633 | A | \$ 9.72 | 13,917 | I | | Spouse <u>(1)</u> |
| Common Stock, \$1 par value | 05/22/2007 | M | 633 | A | \$ 8.14 | 14,550 | I | | Spouse <u>(1)</u> |
| Common Stock, \$1 par value | 05/31/2007 | P | 3,000 | A | \$ 33.3 | 155,100 | D | | |
| Common Stock, \$1 par value | | | | | | 21,995,371 | I | | Limited Partnership <u>(2)</u> |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Employee Stock Option (right to buy) | \$ 21.7 | 05/22/2007 | | M | 253 | <u>(3)</u> | 07/16/2007 | Common Stock | 253 |
| Non-Employee Stock Option (right to buy) | \$ 25.56 | 05/22/2007 | | M | 253 | <u>(4)</u> | 07/15/2008 | Common Stock | 253 |
| | \$ 28.62 | 05/22/2007 | | M | 253 | <u>(5)</u> | 07/14/2009 | | 253 |

| | | | | | | | | Common Stock | |
|--|----------|------------|--|---|-----|------------|------------|--------------|-----|
| Non-Employee Stock Option (right to buy) | | | | | | | | | |
| Non-Employee Stock Option (right to buy) | \$ 12.9 | 05/22/2007 | | M | 633 | <u>(6)</u> | 07/12/2010 | Common Stock | 633 |
| Non-Employee Stock Option (right to buy) | \$ 11.62 | 05/22/2007 | | M | 633 | <u>(7)</u> | 07/19/2011 | Common Stock | 633 |
| Non-Employee Stock Option (right to buy) | \$ 9.72 | 05/22/2007 | | M | 633 | <u>(8)</u> | 07/31/2012 | Common Stock | 633 |
| Non-Employee Stock Option (right to buy) | \$ 8.14 | 05/22/2007 | | M | 633 | <u>(9)</u> | 07/17/2013 | Common Stock | 633 |

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) 06/01/2007

**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 Tengelmann 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 Tengelmann.
- (3) 33-1/3% of the option vested on July 13, 1999 and 66-2/3% of the option vested on July 11, 2000.
- (4) 33-1/3% of the option vested on July 11, 2000 and 66-2/3% of the option vested on July 18, 2001.
- (5) 33-1/3% of the option vested on July 18, 2001 and 66-2/3% of the option vested on July 30, 2002.
- (6) 33-1/3% of the option vested on July 30, 2002 and 66-2/3% of the option vested on July 16, 2003.
- (7) 33-1/3% of the option vested on July 16, 2003 and 66-2/3% of the option vested on July 14, 2004.
- (8) 33-1/3% of the option vested on July 14, 2004 and 66-2/3% of the option vested on July 14, 2005.
- (9) 33-1/3% of the option vested on July 14, 2005 and 66-2/3% of the option vested on July 13, 2006.

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.