HAUB ERIVAN KARL

Form 4 July 23, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

See Instruction

may continue. 30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAUB ERIVAN KARL

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

WISSOLLSTRASSE 5-43 07/22/2008

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

45478 MULHEIM A.D. RUHR, 2M

(Street)

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Securi	ties Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transacti	4. Securiti or(A) or Dis			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	(A) or (D)	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common									

Stock, \$1 15,550 Ι par value Common P 10,000 A Stock, \$1 07/22/2008 200,100 D

par value

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

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

Spouse (1)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

Erivan Karl Haub by John D. Barline (Attorney-in-Fact)

07/23/2008

**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 Tengelmann Warenhandelsgesellschaft 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.

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.

Reporting Owners 2

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