

GREAT ATLANTIC & PACIFIC TEA CO INC  
Form SC 13D/A  
December 07, 2010

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)

GREAT ATLANTIC & PACIFIC TEA CO. INC.  
(Name of Issuer)

Common Stock, \$1.00 par value  
(Title of Class of Securities)

390064103  
(CUSIP Number)

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Ms. Ann Marie Swanson  
Aletheia Research & Management, Inc.  
100 Wilshire Boulevard, Suite 1960  
Santa Monica, CA 90401  
(310)-899-0800

December 3, 2010  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box .

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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SCHEDULE 13D

CUSIP No. 390064103

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aletheia Research & Management, Inc., IRS No.- 95-4647814

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) £

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

14,189,872 shares of Common Stock.

OWNED BY  
EACH

8 SHARED VOTING POWER

0

REPORTING

9 SOLE DISPOSITIVE POWER

14,189,872 shares of Common Stock.

PERSON WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,189,872 shares of Common Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.21%

14 TYPE OF REPORTING PERSON\*

IA

2

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Item 1. Security and Issuer.

This statement relates to the Common Stock, \$1.00 par value per share (the “Common Stock”), of Great Atlantic & Pacific Tea Co. Inc., a Maryland corporation (the “Issuer”). The Issuer maintains its principal executive office at 2 Paragon Drive, Montvale, New Jersey 07645.

Item 2. Identity and Background.

(a) This statement is filed by Aletheia Research & Management, Inc., a California corporation (“Aletheia”), with respect to shares of the Issuer’s Common Stock held by managed accounts over which Aletheia has discretionary authority and through partnerships with respect to which Aletheia serves as general partner. Ann Marie Swanson is the Chief Compliance Officer of Aletheia.

(b)-(f) Aletheia filed an initial Schedule 13D for an event of September 30, 2009 (the “Initial Schedule”), an Amendment No. 1 for an event of February 25, 2010, an Amendment No. 2 for an event of April 9, 2010 and an Amendment No. 3 for an event of November 19, 2010 (collectively, the “Previous Amendments”). Except to the extent set forth in this Amendment, the information in the Initial Schedule and the Previous Amendments remains unchanged. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 4) shall not be construed to be an admission by Aletheia that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act, as amended.

Item 3. Source and Amount of Funds or Other Consideration.

Aletheia owns 14,189,872 shares of the Issuer’s Common Stock on behalf of managed accounts and partnerships with respect to which Aletheia serves as general partner. Such managed accounts and partnerships have collectively paid \$165,970,628 from their working capital for such shares.

Item 5. Interest in Securities of the Issuer.

(a) The number of shares of the Issuer’s Common Stock and the percentage of the outstanding shares (based upon 56,280,414 shares of Common Stock outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended September 11, 2010) directly or indirectly beneficially owned by the Reporting Person is as follows:

Name	Number of Shares	Percentage of Outstanding Shares
Aletheia	14,189,872	25.21%

(b) Aletheia has sole power to vote and sole power to dispose or to direct the disposition of 14,189,872 shares of the Issuer’s Common Stock.

(c) See Appendix 1 annexed hereto.

(d) Certain persons have the right to receive dividends from or the proceeds of sale of certain of the shares of the Issuer's Common Stock included in this statement. No such person individually has the right to receive dividends or proceeds relating to shares of the Issuer's Common Stock constituting more than 5% of the class of the Issuer's Common Stock.

(e) Not applicable.

#### Signatures

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 6, 2010

ALETHEIA RESEARCH & MANAGEMENT, INC.

By: /s/ Ann Marie Swanson  
Ann Marie Swanson  
Chief Compliance Officer

APPENDIX I  
TRANSACTIONS IN  
GREAT ATLANTIC & PACIFIC TEA CO. INC.  
COMMON STOCK - SINCE LAST FILING

Trade Date	Number of Shares Purchased	Purchase Price	Average Share Price for Purchases	Number of Shares Sold	Sales Price	Average Share Price for Sales
11/22/10	17,793	60,635	3.41	22,358	75,430	3.37
11/23/10	3,540	11,444	3.23	10,668	37,365	3.50
11/24/10	1,760	5,842	3.32	388,415	1,299,267	3.35
11/26/10	11,062	35,744	3.23	24,660	79,656	3.23
11/29/10	1,143	3,463	3.03	24,145	73,015	3.02
11/30/10	4,019	12,070	3.00	23,600	70,782	3.00
12/01/10	1,494	4,808	3.22	57,930	184,935	3.19
12/02/10	10,955	35,902	3.28	26,865	87,509	3.26
12/03/10	49,046	156,011	3.18	32,789	102,325	3.12

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INC COM 880770102 00001425 00091900 SH DEFINED 02 00064200 00015600 00012100 TESORO  
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 CORP COM 907818108 00006061 00064924 SH DEFINED 02 00022303 00033513 00009108 UNITED  
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 930059100 00000455 00019691 SH DEFINED 02 00000000 00000000 00019691 WAL-MART STORES INC COM  
 931142103 00024233 00512988 SH DEFINED 02 00300796 00109182 00103010 WAL-MART STORES INC COM

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931142103 00000313 00006631 SH DEFINED 03 00006631 00000000 00000000 WAL-MART STORES INC COM  
931142103 00000269 00005699 SH DEFINED 04 00005217 00000000 00000482 WAL-MART STORES, INC.  
COM 931142103 00001788 00037857 SH DEFINED 06 00037857 00000000 00000000 WALGREEN CO COM  
931422109 00002521 00058461 SH DEFINED 02 00033935 00003547 00020979 WALTER INDUSTRIES INC  
COM 93317Q105 00001299 00019500 SH DEFINED 06 00019500 00000000 00000000 WASHINGTON MUTUAL  
INC COM 939322103 00001294 00030362 SH DEFINED 02 00014633 00004390 00011339 WASHINGTON POST  
CO COM 939640108 00007502 00009658 SH DEFINED 02 00000525 00002672 00006461 WASHINGTON REAL  
ESTATE COM 939653101 00000414 00011400 SH DEFINED 02 00002905 00004445 00004050 WEBSense INC  
COM 947684106 00000212 00007700 SH DEFINED 06 00007700 00000000 00000000 WEINGARTEN REALTY  
INVESTORS COM 948741103 00004465 00109555 SH DEFINED 02 00012175 00003150 00094230  
WEINGARTEN REALTY COM 948741103 00003583 00087930 SH DEFINED 06 00087930 00000000 00000000  
WELLPOINT INC COM 94973V107 00000815 00010524 SH DEFINED 02 00001000 00002250 00007274 WELLS  
FARGO CO COM 949746101 00050763 00794789 SH DEFINED 02 00416570 00112165 00266054 WELLS  
FARGO CO COM 949746101 00000507 00007935 SH DEFINED 03 00007710 00000000 00000225 WELLS  
FARGO CO COM 949746101 00000347 00005429 SH DEFINED 04 00004716 00000000 00000713 WELLS  
FARGO COMPANY COM 949746101 00008053 00126080 SH DEFINED 06 00126080 00000000 00000000  
WELLS FARGO BANK NA COR 9497P43A9 00016508 16500000 PRN DEFINED 02 14950000 00000000  
01550000 WESCO INTERNATIONAL INC COM 95082P105 00000222 00003265 SH DEFINED 02 00000000  
00000000 00003265 WESTLAKE CHEMICAL CORP COM 960413102 00000815 00023600 SH DEFINED 06  
00023600 00000000 00000000 WESTLAND GARDENS CO COM 960990208 00000382 00000075 SH DEFINED  
02 00000000 00000000 00000075 WEYERHAEUSER CO COM 962166104 00001668 00023034 SH DEFINED 02  
00008189 00008565 00006280 WHIRLPOOL CORP COM 963320106 00000957 00010457 SH DEFINED 02  
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DEFINED 06 00033500 00000000 00000000 WHOLE FOODS MARKET INC COM 966837106 00003893  
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00000262 00004500 SH DEFINED 04 00004500 00000000 00000000 WISCONSIN ENERGY CORP COM  
976657106 00001085 00027138 SH DEFINED 02 00008388 00017950 00000800 WITNESS SYSTEMS INC COM  
977424100 00000975 00038400 SH DEFINED 06 00038400 00000000 00000000 WOLVERINE WORLD WIDE  
COM 978097103 00000894 00040400 SH DEFINED 06 00040400 00000000 00000000 WORTHINGTON  
INDUSTRIES INC COM 981811102 00001664 00082970 SH DEFINED 02 00065450 00002600 00014920 WYETH  
COM 983024100 00068037 01402234 SH DEFINED 02 00740316 00443960 00217958 WYETH COM 983024100  
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00009510 SH DEFINED 06 00009510 00000000 00000000 XM SATELLITE RADIO HOLDING INC COM  
983759101 00001079 00048450 SH DEFINED 02 00015360 00000000 00033090 XM SATELLITE RADIO COM  
983759101 00000627 00028140 SH DEFINED 06 00028140 00000000 00000000 XCEL ENERGY INC COM  
98389B100 00013925 00767274 SH DEFINED 02 00472393 00116646 00178235 XCEL ENERGY INC COM  
98389B100 00000456 00025120 SH DEFINED 03 00023425 00000000 00001695 XCEL ENERGY INC COM  
98389B100 00001049 00057800 SH DEFINED 06 00057800 00000000 00000000 YRC WORLDWIDE INC. COM  
984249102 00000590 00015500 SH DEFINED 06 00015500 00000000 00000000 YAHOO INC COM 984332106  
00010608 00328849 SH DEFINED 02 00110533 00005335 00212981 YAHOO!, INC. COM 984332106 00005350  
00165830 SH DEFINED 06 00165830 00000000 00000000 YANKEE CANDLE CO COM 984757104 00000483  
00017636 SH DEFINED 02 00000000 00003600 00014036 YUM! BRANDS INC COM 988498101 00001143  
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DEFINED 02 00037130 00027820 00031338 WESTLAND GARDENS COM COM 996011CS9 00000765 00000150  
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00000000 00024299 SH DEFINED 02 00000000 00000000 00024299 FEDERAL HOME LOAN BANK OF COM  
9960174Q9 00016768 00167677 SH DEFINED 02 00167677 00000000 00000000 EXPRESSWAY CORP COM  
9960176A2 00000665 00000300 SH DEFINED 02 00000300 00000000 00000000 SOUTHEAST PUBLISHING  
VENTURES PRE 9960224N6 00000000 00020559 SH DEFINED 02 00000000 00000000 00020559 SOUTHEAST  
PUBLISHING VENTURES COM 9960224P1 00000000 00016390 SH DEFINED 02 00000000 00000000 00016390

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FRED NATIONAL CORP COM 9960232Z9 00000263 00005850 SH DEFINED 03 00004050 00000000 00001800  
PUBLIX SUPER MARKETS COM 9960233F2 00000307 00003814 SH DEFINED 03 00000000 00000000  
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00014400 00000000 MARLEN TRADING CO SUN 9960531E4 00000318 00000006 PRN DEFINED 02 00000000  
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00033600 00000000 00000000 BERMUDA PROPERTIES LTD PFD PRE 9960541J1 00000125 00041600 SH  
DEFINED 02 00041600 00000000 00000000 MYTODDLERLINK.COM COM 9960557T0 00000059 00041667 SH  
DEFINED 02 00000000 00000000 00041667 ROWLAND LAND CO LLC COM 9960624T9 00000785 00000654  
SH DEFINED 02 00000094 00000000 00000560 NORTH AMERICAN TRAINING SERVICE COM 9960629W7  
00000000 00015869 SH DEFINED 02 00015869 00000000 00000000 HYATT BUILDING SUPPLY CO COM  
9960631N3 00000872 00000534 SH DEFINED 02 00000534 00000000 00000000 HSB BANCORP INC COM  
9960639U9 00000240 00006000 SH DEFINED 02 00000000 00006000 00000000 WARBURG PINCUS IX  
PARTNERS PAR 999086FR7 00000695 00070500 SH DEFINED 02 00070500 00000000 00000000 MONTAGU  
NEWHALL GLOBAL PARTNERS PAR 999086VC2 00000419 00048522 SH DEFINED 02 00000000 00025538  
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00000000 00000084 ARTES MEDICAL SERIES E PFD PRE 999088RG4 00000250 00100000 SH DEFINED 02  
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DEFINED 06 00007075 00000000 00000000 SYNGENTA AG WARRANT COM B0ZGPN0 00000004 00003107  
SH DEFINED 06 00003107 00000000 00000000 VINCI SA RIGHTS COM B1266B5 00000016 00007525 SH  
DEFINED 06 00007525 00000000 00000000 POLYUS GOLD ADR COM D2768243 00000499 00013659 SH  
DEFINED 06 00013659 00000000 00000000 BUNGE LTD FOR G16962105 00000321 00005759 SH DEFINED 02  
00000300 00000100 00005359 BUNGE LIMITED COM G16962105 00000719 00012900 SH DEFINED 06  
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02 00007095 00000525 00008030 NOBLE CORP FOR G65422100 00001155 00014235 SH DEFINED 02 00007045  
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00012820 00018792 00012832 WEATHERFORD INTERNATIONAL LTD FOR G95089101 00001218 00026621  
SH DEFINED 02 00013572 00000285 00012764 WHITE MOUNTAINS INSURANCE GROUP FOR G9618E107  
00001359 00002286 SH DEFINED 02 00000483 00000575 00001228 WILLIS GROUP HOLDINGS LTD FOR  
G96655108 00034296 01001022 SH DEFINED 02 00497030 00080010 00423982 WILLIS GROUP HOLDINGS  
LTD FOR G96655108 00000221 00006445 SH DEFINED 03 00006445 00000000 00000000 WILLIS GROUP LTD  
COM G96655108 00010337 00301710 SH DEFINED 06 00301710 00000000 00000000 ALCON INC COM  
H01301102 00000480 00004600 SH DEFINED 06 00004600 00000000 00000000 OMI CORP FOR Y6476W104  
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