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

GREAT AT Form 4 July 19, 201	'LANTIC & PAC 0	TIFIC TE	A CO IN	C						
FORM	ЛЛ							OMB A	PPROVAL	
-	UNITED	STATES		RITIES A			E COMMISSION	OMB Number:	3235-0287	
Check th if no lon							Expires:	January 31, 2005		
subject t Section Form 4 (6. STATEN	MENT O	F CHAI	Estimated burden hou response	average urs per					
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> BRACE FREDERIC F			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]				(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		_X_Director10% Owner			
221 ESSEX ROAD			(Month/Day/Year) 07/16/2010				Officer (give titleOther (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
WINNETK	A, IL 60096						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	l (A) or l of (D)	Securities Deneficially (Owned (Following (Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Rep	port on a separate line	e for each cl	lass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforı requi	nation con red to resp ays a curre	spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	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. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				(In	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	07/16/2010		А		22,784		(2)	(2)	Common Stock	22,784	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BRACE FREDERIC F 221 ESSEX ROAD WINNETKA, IL 60096	Х							
Signatures								
Ioan Roensch, Attorney-in-Fact for Frederic								

Joan Roensch, Attorney-in-Fact for Frederic 07/19/2010 Brace

**Signature of Reporting Person

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) Security converts to a common stock on a one-for-one basis
- (2) Stock units acquired under the issuer's 2004 Non-Employee Director Compensation Plan convert to Common Stock following the insider's termination from the Board, the date of which is not yet known.

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.

Date