

PIWEK BRIAN
Form 4
August 08, 2005

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 *
PIWEK BRIAN

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)
2 PARAGON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRES, CHIEF OPERATING OFFICER

MONTVALE, NJ 07645

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/04/2005 | | M | 21,101 A | \$ 4.6 21,101 | D | |
| Common Stock | 08/04/2005 | | S | 21,101 D | \$ 26.57 0 | D | |
| Common Stock | 08/05/2005 | | M | 28,900 A | \$ 6.47 28,900 | D | |
| Common Stock | 08/05/2005 | | S | 28,900 D | \$ 25.5 0 | D | |
| Common Stock | 08/08/2005 | | M | 10,000 A | \$ 6.47 10,000 | D | |

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Common Stock 08/08/2005 S 10,000 D \$ 25.5 0 D

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 4.6 | 08/04/2005 | | M | 21,101 | <u>(1)</u> 07/31/2006 | Common Stock | 21,101 |
| Employee Stock Option (right to buy) | \$ 6.47 | 08/05/2005 | | M | 28,900 | <u>(1)</u> 07/31/2006 | Common Stock | 28,900 |
| Employee Stock Option (right to buy) | \$ 6.47 | 08/08/2005 | | M | 10,000 | <u>(1)</u> 07/31/2006 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PIWEK BRIAN
2 PARAGON DRIVE
MONTVALE, NJ 07645

PRES, CHIEF OPERATING OFFICER

Signatures

Joan Roensch, Attorney-in-Fact for Brian
Piwek

08/08/2005

__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 Issuer immediately vested Mr. Piwek's outstanding, unvested options upon his July 31, 2005 resignation from the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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