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GREAT ATLANTIC & PACIFIC TEA CO INC

Form 4 July 18, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAUB CHRISTIAN W E			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) ON DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2006				_X_ Director 10% Owner Selection Other (specify below) below) EXECUTIVE CHAIRMAN				
Filed(If Amendment, Date Original (Ied(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	LE, NJ 07645							Person	, 11010 timii 0110	reporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Ac	equired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (D) (Instr. 3, 4	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/13/2006			A	31,464	A	\$ 0 (1)	37,964 <u>(2)</u>	D		
Common Stock								500	I	By spouse	
Common Stock								21,995,371	I	Limited Partnership	
Reminder: Re	port on a separate li	ne for each c	lass of secu	urities benef	•		•				
					Perso	ns wh	o resp	ond to the coll	ection of	SEC 1474	

information contained in this form are not

required to respond unless the form

(9-02)

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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 onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.71	07/13/2006(4)		A	16,851	07/13/2006	04/18/2016	Common Stock	16,851

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
X		EXECUTIVE CHAIRMAN				
		21.00.01	Director 10% Owner Officer			

Signatures

Joan Roensch, Attorney-in-fact for Christian Haub

07/18/2006

**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 award was a grant for which no consideration was paid.
- (2) 31,464 shares in the total are underlying restricted stock units which can only be settled for stock.
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest herein.
- (4) The option grant was approved by a committee of A&P's board of directors on April 18, 2006, subject to shareholder approval of the amendment of the stock option plan under which the option was granted. A&P shareholders approved the plan on July 13, 2006.

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.

Reporting Owners 2