

HAUB CHRISTIAN W E
Form 4
May 28, 2009

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 *
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) (Middle)
2 PARAGON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2009

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

MONTVALE, NJ 07645

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/26/2009		A		104,738	A	\$ 0 (1)
Common Stock	05/26/2009		A		104,738	A	\$ 0 (1)
Common Stock					500	I	By Spouse
Common Stock					22,495,371	I	Limited Partnership (4)

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 Security (Instr. 3 and 4)	8. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 4.01	05/26/2009		A	157,303	05/26/2010 ⁽⁵⁾ 05/26/2019	Common Stock	157,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645	X		EXECUTIVE CHAIRMAN	

Signatures

Joan Roensch, Attorney-in-Fact for Christian Haub
 Signature: _____ Date: 05/28/2009

**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) The acquisition represents the grant of 104,738 restricted stock units, which can only be settled in stock and which vest according to the following schedule: 1/4 on May 26, 2010 and 3/4 on May 26, 2012
 The acquisition represents the grant of 104,738 performance restricted stock units which can only be settled in stock. The number of PRSUs earned will be determined over a one-year period and will vest according to the following schedule: 1/3 of earned PRSUs on 5/26/10 and 2/3's on 5/26/11.
- (3) PRSUs earned will be determined over a one-year period and will vest according to the following schedule: 1/3 of earned PRSUs on 5/26/10 and 2/3's on 5/26/11.
- (4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest herein.
- (5) This option vests in three equal installments beginning on May 26, 2010, 2011 and 2012.

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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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