

CLAUSE ERIC
Form 4
August 16, 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 *
CLAUSE ERIC

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)
08/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT & CEO, CANADA

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/15/2005 | | M | | 18,750 | A | \$ 5.93 |
| Common Stock | 08/15/2005 | | S | | 18,750 | D | \$ 25.4188 |
| Common Stock | 08/15/2005 | | M | | 18,750 | A | \$ 5.93 |
| Common Stock | 08/15/2005 | | S | | 18,750 | D | \$ 25.4299 |
| Common Stock | 08/15/2005 | | M | | 25,001 | A | \$ 4.6 |

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| | | | | | | | |
|--------------|------------|---|---------|---|---------------------|------------------------|---|
| Common Stock | 08/15/2005 | S | 18,700 | D | \$ 25.51 | 12,186 | D |
| Common Stock | 08/15/2005 | A | 150,000 | A | \$ 0 ⁽¹⁾ | 162,186 ⁽²⁾ | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 5.93 | 08/15/2005 | | M | 37,500 | 08/13/2005 ⁽³⁾ 08/13/2006 | Common Stock | 37,500 |
| Employee Stock Option (right to buy) | \$ 4.6 | 08/15/2005 | | M | 25,001 | 08/13/2005 ⁽³⁾ 08/13/2006 | Common Stock | 25,001 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLAUSE ERIC 2 PARAGON DRIVE MONTVALE, NJ 07645 | | | PRESIDENT & CEO, CANADA | |

Signatures

Joan Roensch, Attorney-in-Fact for Eric
Claus

08/16/2005

__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 award was a grant for which no consideration was paid.
- (2) 150,000 shares in the total are underlying restricted stock units which can only be settled in stock.
- (3) The Issuer vested outstanding, unvested options as of August 13, 2005.

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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