CLAUSE ERIC Form 4 August 07, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

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Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

obligations may continue. See Instruction

Check this box

if no longer

subject to

Form 4 or

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** CLAUSE ERIC			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 Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify			
2 PARAGON DRIVE			08/05/2009	below) below) PRESIDENT & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MONTVALE,	NJ 07645			Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State) (A	Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securiti		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(any	Code	(D)	F		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	08/05/2009		A	20,159	A	\$ 0 (1)	98,672 (2)	D		
Common Stock	08/05/2009		A	63,209	A	\$ 0 (1)	161,881 <u>(3)</u>	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

CLAUSE ERIC

PRESIDENT & CEO 2 PARAGON DRIVE

MONTVALE, NJ 07645

Signatures

Joan Roensch, Attorney-in-Fact for Eric 08/07/2009 Claus

> **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.
- The acquisition represents 20,159 restricted stock units which vested on August 5, 2009 from an original grant of 48,381 restricted stock (2) units granted to Mr. Claus in 2006 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.
- The acquisition represents 63,209 restricted stock units which vested on August 5, 2009 from an original grant of 189,618 restricted stock (3) units granted to Mr. Claus in 2005 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.

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.

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