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MAYS GRE Form 4 October 01, 2										
FORM	ГЛ								PPROVAL	
-	UNITED	WATES SECONTIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 20(k) of the Investment Company Act of 1040								
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. r Filed pur inue. Filed pur									
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> MAYS GREG			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			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2009			_X_ Director 10% Owner Officer (give title Other (specify below) below)				
MONTVAL	4. If Amendment, Date Original Filed(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 Person 						
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed	ties (A) or of (D) 4 and 5) (A) or	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Repo	ort on a separate lind	e for each cl	ass of sec	urities bene	Perso infor requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Ac (A Di of (Ir	ccurities cquired) or (sposed (D) nstr. 3, 4 d 5)					(Instr.
				Code V	V (1	A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Units	<u>(1)</u>	09/30/2009		А	6.	37	(2)	(2)	Common Stock	637	\$ 6.

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MAYS GREG 2 PARAGON DRIVE MONTVALE, NJ 07645	Х						
Signatures							
Joan Roensch, Attorney-in-Fac Mays	10/01/20)09					

<u>**</u>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) Security converts to a common stock on a one-for-one basis
- (2) Stock units acquired under the issuer's 2004 Non-Employee Director Compensation Plan convert to Common Stock following the insider's termination from the Board, the date of which is not yet known.

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.