Philbert Rebecca Form 4/A May 27, 2010

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * Philbert Rebecca

(Last) (First) (Middle)

(State)

2 PARAGON DRIVE

(Street)

MONTVALE, NJ 07645

(City)

2. Issuer Name and Ticker or Trading

Symbol

GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]

3. Date of Earliest Transaction

(Month/Day/Year) 05/26/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

05/28/2009

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

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

5. Relationship of Reporting Person(s) to

SR. VP MERCHANDISING

(Check all applicable)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (T) (Instr. 4)

6. Ownership

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

(A)

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)
Derivative or Disposed of Security (D)
(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

96,747

(1)

Common

stock

Employee

Stock
Option \$ 4.01 05/26/2009 A 96,747 05/26/2010 05/26/2019 (right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Philbert Rebecca 2 PARAGON DRIVE MONTVALE, NJ 07645

SR. VP MERCHANDISING

Signatures

Joan Roensch, Attorney-in-Fact for Rebecca Philbert

05/27/2010

**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).

In a Form 4 filed on May 28, 2009, the reporting person reported that she was granted an employee stock option covering 89,138 shares of common stock, having an exercise price of \$4.01 a share, and vesting in three equal installments beginning on May 26, 2010, 2011 and

(1) 2012. It was recently determined that the number of shares of common stock covered by the award was calculated incorrectly given the approved value of the award and resulted in an understatement of the number of shares of common stock covered by the award. Accordingly, this amended Form 4 is being filed to reflect the correct number of shares covered by the grant.

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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