

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 August 04, 2008

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 KARL ERIVAN WARDER

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)

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

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

WISSOLLSTRASSE 5-43, 45478
 MULHEIM AN DER RUHR

07/28/2008

(Street)

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

FEDERAL REPUBLIC OF, 2M

(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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock, \$1 par value	07/28/2008		P		1,000	A	\$ 16	1,000	D
Common Stock, \$1 par value	07/28/2008		P		1,000	A	\$ 16.03	2,000	D
Common Stock, \$1 par value	07/28/2008		P		1,000	A	\$ 16.028	3,000	D
Common	07/28/2008		P		1,000	A	\$	4,000	D

Stock, \$1 par value					16.028			
Common Stock, \$1 par value	07/28/2008	P	1,000	A	\$ 16.028	5,000	D	
Common Stock, \$1 par value	07/28/2008	P	1,000	A	\$ 16.03	6,000	D	
Common Stock, \$1 par value	07/30/2008	P	1,000	A	\$ 15.5	7,000	D	
Common Stock, \$1 par value						21,995,371	I	Limited Partnership <u>(1)</u>

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR FEDERAL REPUBLIC OF, 2M			X	

Signatures

Karl-Erivan Warder Haub by John D. Barline
(Attorney-in-Fact)

08/04/2008

__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) Shares owned by Tengemann Warenhandels-gesellschaft KG, a German limited partnership. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

- * The reporting person is a citizen of the Federal Republic of Germany.

EXHIBIT LIST - Exhibit 24 (CE) - Power of Attorney authorizing signature by John D. Barline, Dr. Frank Hartmann and Dr.

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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