

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 August 15, 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 *
 TENGELMANN
 WARENHANDELSGESELLSCHAFT
 KG

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)
 08/13/2008

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

WISSOLLSTRASSE 5-43

(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
 ___X___ Form filed by More than One Reporting Person

45478 MULHEIM AN DER
 RUHR, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$1 par value (1) | 08/13/2008 | | P | | 161,300 | A | \$ 17.7079 (2) (3) |
| | | | | | 22,495,371 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TENGELMANN WARENHANDELSGESELLSCHAFT KG WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M | | X | | |
| TENGELMANN VERWALTUNGS UND BETEILIGUNGS GMBH WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M | | X | | |
| HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M | | X | | |
| HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645 | X | X | | |
| HAUB ERIVAN KARL WISSOLLSTRASSE 5-43 45478 MULHEIM A.D. RUHR, 2M | | X | | |

Signatures

| | |
|--|------------|
| Karl-Erivan Warder Haub by John D. Barline (Attorney-in-Fact) | 08/15/2008 |
| **Signature of Reporting Person | Date |
| Tengelmann Warenhandelsgesellschaft KG by Tengelmänn Verwaltungs- und Beteiligungs GmbH, as Managing Partner, by Christian Wilhelm Erich Haub, Co-CEO, by John D. Barline (Attorney-in-Fact) | 08/15/2008 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| Christian Wilhelm Erich Haub by John D. Barline (Attorney-in-Fact) | 08/15/2008 |
| <u>Signature of Reporting Person</u> | Date |
| Tengelmann Verwaltungs- und Beteiligungs GmbH by Christian Wilhelm Erich Haub, Co-CEO by John D. Barline (Attorney-in-Fact) | 08/15/2008 |
| <u>Signature of Reporting Person</u> | Date |
| Erivan Karl Haub by John D. Barline (Attorney-in-Fact) | 08/15/2008 |
| <u>Signature of Reporting Person</u> | 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).

Tengelmann Warenhandelsgesellschaft KG is a limited partnership organized under the laws of Germany. Erivan Karl Haub, Christian Wilhelm Erich Haub and Karl-Erivan Warder Haub expressly declare that the filing of this statement is not an admission that they are, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Tengelmann Warenhandelsgesellschaft KG.
- (1) Price reflected is the weighted average purchase price for shares purchased. The range of prices for the reported transactions was \$17.60 to \$17.75 per share.
- (2) Tengelmann Warenhandelsgesellschaft KG undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.