

HAUB CHRISTIAN W E
Form 4
March 24, 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 CHRISTIAN W E

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2008

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

MONTVALE, NJ 07645

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock <u>(1)</u> | 03/20/2008 | | M | 63,206 A \$ 23.92 | 303,745 | D | |
| Common Stock <u>(1)</u> | 03/20/2008 | | S | 2,236 D \$ 24.35 | 301,509 | D | |
| Common Stock <u>(1)</u> | 03/20/2008 | | S | 19 D \$ 24.45 | 301,490 | D | |
| Common Stock <u>(1)</u> | 03/20/2008 | | S | 100 D \$ 24.48 | 301,390 | D | |
| Common Stock <u>(1)</u> | 03/20/2008 | | S | 300 D \$ 24.5 | 301,090 | D | |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock <u>(1)</u> | 03/20/2008 | S | 100 | D | \$ 24.52 | 300,990 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 100 | D | \$ 24.55 | 300,890 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 2,800 | D | \$ 24.56 | 298,090 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 300 | D | \$ 24.57 | 297,790 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 600 | D | \$ 24.58 | 297,190 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 500 | D | \$ 24.59 | 296,690 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 700 | D | \$ 24.6 | 295,990 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 400 | D | \$ 24.61 | 295,590 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 400 | D | \$ 24.62 | 295,190 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 200 | D | \$ 24.64 | 294,990 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 100 | D | \$ 24.65 | 294,890 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 400 | D | \$ 24.66 | 294,490 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 700 | D | \$ 24.67 | 293,790 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 200 | D | \$ 24.68 | 293,590 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 600 | D | \$ 24.69 | 292,990 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 2,100 | D | \$ 24.7 | 290,890 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 500 | D | \$ 24.71 | 290,390 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 1,600 | D | \$ 24.72 | 288,790 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 4,500 | D | \$ 24.73 | 284,290 | D |
| Common Stock <u>(1)</u> | 03/20/2008 | S | 1,000 | D | \$ 24.74 | 283,290 | D |
| | 03/20/2008 | S | 3,000 | D | | 280,290 | D |

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| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|------------------------|------------------|
| Common Stock ⁽¹⁾ | | | | | \$ 24.75 | | |
| Common Stock ⁽¹⁾ | 03/20/2008 | S | 5,300 | D | \$ 24.76 | 274,990 | D |
| Common Stock ⁽¹⁾ | 03/20/2008 | S | 600 | D | \$ 24.77 | 274,390 | D |
| Common Stock ⁽¹⁾ | 03/20/2008 | S | 400 | D | \$ 24.78 | 273,990 | D |
| Common Stock ⁽¹⁾ | 03/20/2008 | S | 6,700 | D | \$ 24.8 | 267,290 ⁽²⁾ | D ⁽³⁾ |

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.

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 23.92 | 03/20/2008 | | M | 63,206 | 03/24/2002 03/24/2008 | Common Stock | 63,206 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645 | X | | EXECUTIVE CHAIRMAN | |

Signatures

Christopher McGarry, Attorney in Fact for Christian W. E.
Haub

03/24/2008

__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) All direct transactions reported on this Form 4 Report were made pursuant to a trading plan intended to meet the requirements of Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) Includes 33,882 restricted stock units which can only be settled in stock.
- (3) The reporting person is also the indirect owner of 500 shares owned by his wife, to which he disclaims beneficial ownership, and 21,995,371 shares held by a partnership of which he is limited partner, to which he disclaims beneficial ownership except to the extent of his pecuniary interest.

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.