

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 June 01, 2007

FORM 4

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

OMB APPROVAL

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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 ERIVAN KARL

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)
 05/22/2007

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

WISSOLLSTRASSE 5-43

(Street)

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

45478 MULHEIM A.D. 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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, \$1 par value	05/22/2007		M	253	A	\$ 21.7	11,512	I	Spouse ⁽¹⁾
Common Stock, \$1 par value	05/22/2007		M	253	A	\$ 25.56	11,765	I	Spouse ⁽¹⁾
Common Stock, \$1 par value	05/22/2007		M	253	A	\$ 28.62	12,018	I	Spouse ⁽¹⁾
Common Stock, \$1	05/22/2007		M	633	A	\$ 12.9	12,651	I	Spouse ⁽¹⁾

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par value									
Common Stock, \$1 par value	05/22/2007	M	633	A	\$ 11.62	13,284	I		Spouse <u>(1)</u>
Common Stock, \$1 par value	05/22/2007	M	633	A	\$ 9.72	13,917	I		Spouse <u>(1)</u>
Common Stock, \$1 par value	05/22/2007	M	633	A	\$ 8.14	14,550	I		Spouse <u>(1)</u>
Common Stock, \$1 par value	05/31/2007	P	3,000	A	\$ 33.3	155,100	D		
Common Stock, \$1 par value						21,995,371	I		Limited Partnership <u>(2)</u>

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Employee Stock Option (right to buy)	\$ 21.7	05/22/2007		M	253	<u>(3)</u> 07/16/2007	Common Stock	253	
Non-Employee Stock Option (right to buy)	\$ 25.56	05/22/2007		M	253	<u>(4)</u> 07/15/2008	Common Stock	253	
	\$ 28.62	05/22/2007		M	253	<u>(5)</u> 07/14/2009		253	

Remarks:

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

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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