

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-06-01**
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REPORTING OWNER

HAUB ERIVAN KARL

CIK: **1258200**

Type: **4** | Act: **34** | File No.: **001-04141** | Film No.: **10869325**

Mailing Address
WISSOLLSTRASSE 5-43
45478 MUELHEIM AN DER
RUHR 2M 00000

ISSUER

GREAT ATLANTIC & PACIFIC TEA CO INC

CIK: **43300** | IRS No.: **131890974** | State of Incorporation: **MD** | Fiscal Year End: **0228**
SIC: **5411** Grocery stores

Mailing Address
2 PARAGON DRIVE
MONTVALE NJ 07645

Business Address
2 PARAGON DR
MONTVALE NJ 07645
2015739700

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

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

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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2010			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
WISSOLLSTRASSE 5-43			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MUELHEIM AN DER RUHR, 2M 45478								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1 par value								15,550	I	Spouse ⁽¹⁾
Common Stock, \$1 par value	06/01/2010		P		5,000	A	\$5.33	335,100	D	
Common Stock, \$1 par value								22,495,371	I	Limited Partnership ⁽²⁾
Common Stock, \$1 par value								1,290,393	I	Limited Liability Company ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The reporting person expressly declares that the filing of this statement is not an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by his spouse.
2. Shares owned by Tengelmann Warenhandelsgesellschaft KG, a German limited partnership. The reporting person expressly declares that the filing of this statement is not an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Tengelmann Warenhandelsgesellschaft KG.
3. Shares owned by Emil Capital Partners, LLC, a Limited Liability Company organized under the laws of Delaware. The reporting person expressly declares that the filing of this statement is not an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Emil Capital Partners, LLC.

Remarks:

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

Signatures

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

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.