

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  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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)  
 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 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     | 05/22/2007                           |  | M                              |   | 253 A \$ 21.7   | 11,512   | I Spouse <sup>(1)</sup>                               |
| Common Stock, \$1 par value     | 05/22/2007                           |  | M                              |   | 253 A \$ 25.56  | 11,765   | I Spouse <sup>(1)</sup>                               |
| Common Stock, \$1 par value     | 05/22/2007                           |  | M                              |   | 253 A \$ 28.62  | 12,018   | I Spouse <sup>(1)</sup>                               |
| Common Stock, \$1               | 05/22/2007                           |  | M                              |   | 633 A \$ 12.9   | 12,651   | I Spouse <sup>(1)</sup>                               |

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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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(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| 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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