

HAUB CHRISTIAN W E  
Form 4  
August 06, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
08/04/2009

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

MONTVALE, NJ 07645  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	---	--	---

## Edgar Filing: HAUB CHRISTIAN W E - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Series A-T Preferred Stock <sup>(1)</sup>	\$ 5 <sup>(2)</sup>	08/04/2009	P	18,800		08/05/2010 <sup>(4)</sup>	08/01/2016	Common Stock, \$1 par value
Series A-T Preferred Stock <sup>(1)</sup>	\$ 5 <sup>(2)</sup>	08/04/2009	J <sup>(3)</sup>	18,800		08/05/2010 <sup>(4)</sup>	08/01/2016	Common Stock, \$1 par value
Series A-T Preferred Stock <sup>(1)</sup>	\$ 5 <sup>(2)</sup>	08/04/2009	J <sup>(3)</sup>	60,000		08/05/2010 <sup>(4)</sup>	08/01/2016	Common Stock, \$1 par value

## Reporting Owners

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

## Signatures

Christian W. E. Haub by Joan Roensch  
(Attorney-in-Fact) 08/06/2009

\_\_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) The 8% Cumulative Convertible Preferred Stock, Series A-T, without par value due August 1, 2016 (the "Series A-T Preferred Stock").  
The Series A-T Preferred Stock was acquired for \$1,000 per share and each share of Series A-T Preferred Stock is initially convertible into 200 shares of Common Stock (the "Conversion Rate"), which represents a Common Stock price per share of \$5.00. The Conversion Rate is subject to change.
- (3) The full right, title and ownership of the Series A-T Preferred Stock was contributed to Tengelmann Warenhandelsgesellschaft KG, a German limited partnership ("Tengelmann").
- (4) The Series A-T Preferred Stock is not presently convertible into Common Stock but will become convertible on August 5, 2010, at the holder's option, subject to any limitations imposed by any stockholder approval requirements of the New York Stock Exchange.
- (5) The value set forth in this field is based upon the Conversion Rate as of August 4, 2009.
- (6) Each share of the Series A-T Preferred Stock is owned by Tengelmann. 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 the Series A-T Preferred Stock owned by Tengelmann, except to the extent of the reporting person's pecuniary

## Edgar Filing: HAUB CHRISTIAN W E - Form 4

interest in the Series A-T Preferred Stock.

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.