

MAC LEOD JENNIFER  
Form 4  
May 28, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MAC LEOD JENNIFER

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)  
05/26/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SR. VP, MKTG. & COMMUNICATIONS

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/26/2009		A	38,965 A \$ 0 (1)	45,783 (2)	D	
Common Stock	05/26/2009		A	38,965 A \$ 0 (1)	45,783 (3)	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.01	05/26/2009		A	58,520	05/26/2010 <sup>(4)</sup> 05/26/2019	Common Stock	58,5

## Reporting Owners

Reporting Owner Name / Address	Relationships
MAC LEOD JENNIFER 2 PARAGON DRIVE MONTVALE, NJ 07645	Director 10% Owner Officer SR. VP, MKTG. & COMMUNICATIONS

## Signatures

Joan Roensch, Attorney-in-Fact for Jennifer MacLeod  
Date: 05/28/2009

\_\_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 award was a grant for which no consideration was paid.
- (2) The acquisition represents the grant of 38,965 restricted stock units, which can be settled in stock or cash and which vest according to the following schedule: 1/4 on May 26, 2010 and 3/4 on May 26, 2012  
The acquisition represents the grant of 38,965 performance restricted stock units which can be settled in stock or cash. The number of PRSUs earned will be determined over a one-year period and will vest according to the following schedule: 1/3 of earned PRSUs on 5/26/10 and 2/3's on 5/26/11.
- (3) PRSUs earned will be determined over a one-year period and will vest according to the following schedule: 1/3 of earned PRSUs on 5/26/10 and 2/3's on 5/26/11.
- (4) This option vests in three equal installments beginning on May 26, 2010, 2011 and 2012.

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.