

HAUB KARL ERIVAN WARDER
 Form 4
 August 06, 2009

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 KARL ERIVAN WARDER

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)
 08/04/2009

____ 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 AN DER
 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		Price
					V		

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-T Preferred Stock ⁽¹⁾	\$ 5 ⁽²⁾	08/04/2009	P	18,800		08/05/2010 ⁽⁴⁾	08/01/2016	Common Stock, \$1 par value
Series A-T Preferred Stock ⁽¹⁾	\$ 5 ⁽²⁾	08/04/2009	J ⁽³⁾	18,800		08/05/2010 ⁽⁴⁾	08/01/2016	Common Stock, \$1 par value
Series A-T Preferred Stock ⁽¹⁾	\$ 5 ⁽²⁾	08/04/2009	J ⁽³⁾	60,000		08/05/2010 ⁽⁴⁾	08/01/2016	Common Stock, \$1 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M			X	

Signatures

Karl-Erivan Warder Haub, by Christian Wilhelm Erich Haub
(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.
 - (2) The full right, title and ownership of the Series A-T Preferred Stock was contributed to Tengelmann Warenhandelsgesellschaft KG, a limited partnership organized under the laws of the Federal Republic of Germany ("Tengelmann").
 - (3) 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.
 - (4) The value set forth in this field is based upon the Conversion Rate as of the August 4, 2009.
 - (5) 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,

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the beneficial owner of the Series A-T Preferred Stock owned by Tengelmann, except to the extent of the reporting person's pecuniary interest in the Series A-T Preferred Stock.

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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