

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 October 20, 2005

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 *
GOLDSTEIN MITCHELL

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)
10/19/2005

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
EXEC VP, CFO & SECRETARY

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 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 | 10/19/2005 | | M | | 7,500 | A | \$ 17.9375 |
| Common Stock | 10/19/2005 | | S | | 7,500 | D | \$ 28.5 |
| Common Stock | 10/19/2005 | | M | | 8,999 | A | \$ 4.6 |
| Common Stock | 10/19/2005 | | S | | 8,999 | D | \$ 28.5 |
| Common Stock | 10/19/2005 | | M | | 9,200 | A | \$ 4.6 |
| Common Stock | 10/19/2005 | | M | | 14,800 | D | |
| Common Stock | 10/19/2005 | | S | | 5,300 | D | |
| Common Stock | 10/19/2005 | | M | | 14,299 | D | |
| Common Stock | 10/19/2005 | | S | | 5,300 | D | |
| Common Stock | 10/19/2005 | | M | | 14,500 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 10/19/2005 | S | 9,200 | D | \$ 28.51 | 5,300 | D |
| Common Stock | 10/19/2005 | M | 700 | A | \$ 4.6 | 6,000 | D |
| Common Stock | 10/19/2005 | S | 700 | D | \$ 28.53 | 5,300 | D |
| Common Stock | 10/19/2005 | M | 900 | A | \$ 4.6 | 6,200 | D |
| Common Stock | 10/19/2005 | S | 900 | D | \$ 28.6 | 5,300 | D |
| Common Stock | 10/19/2005 | M | 200 | A | \$ 4.6 | 5,500 | D |
| Common Stock | 10/19/2005 | S | 200 | D | \$ 28.61 | 5,300 | D |

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 17.9375 | 10/19/2005 | | M | 7,500 | <u>(1)</u> | 03/20/2010 | Common Stock | 7,500 |
| Employee Stock Option (right to buy) | \$ 4.6 | 10/19/2005 | | M | 19,999 | <u>(2)</u> | 03/17/2013 | Common Stock | 19,999 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSTEIN MITCHELL 2 PARAGON DRIVE MONTVALE, NJ 07645 | | | EXEC VP, CFO & SECRETARY | |

Signatures

| | |
|--|------------|
| Joan Roensch, Attorney-in-Fact for Mitchell Goldstein | 10/20/2005 |
|--|------------|

__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 option vested in four equal installments on March 20, 2001, 2002, 2003 and 2004.
- (2) The option vests in four equal installments beginning on March 17, 2004, 2005, 2006 and 2007.

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.