PIWEK BRIAN Form 4 May 16, 2005

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

PIWEK BRIAN

(First)

GREAT ATLANTIC & PACIFIC

3. Date of Earliest Transaction

TEA CO INC [GAP]

(Month/Day/Year) 2 PARAGON DRIVE 05/12/2005

(Middle)

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below) PRES, CHIEF OPERATING OFFICER

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MONTVALE, NJ 07645

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/12/2005		M	24,999	A	\$ 4.6	26,999	D	
Common Stock	05/12/2005		S	24,999	D	\$ 21.76	2,000	D	
Common Stock	05/16/2005		M	25,000	A	\$ 6.47	27,000	D	
Common Stock	05/16/2005		S	25,000	D	\$ 20.6	2,000	D	
Common Stock	05/16/2005		M	25,000	A	\$ 6.47	27,000	D	

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Common Stock 05/16/2005 S 25,000 D \$ 21 2,000 D

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 4.6	05/12/2005		M	24,999	<u>(1)</u>	03/17/2013	Common Stock	24,999
Employee Stock Option (right to buy)	\$ 6.47	05/16/2005		M	50,000	(2)	10/28/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PIWEK BRIAN 2 PARAGON DRIVE MONTVALE, NJ 07645

PRES, CHIEF OPERATING OFFICER

Signatures

Joan Roensch, Attorney-in-Fact for Brian

Piwek 05/16/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 vests in four equal installments beginning on March 17, 2004, 2005, 2006 and 2007.
- (2) The option vests in four equal installment beginning on October 28, 2003, 2004, 2005 and 2006.

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.