

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 5
 April 06, 2005

FORM 5

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

OMB APPROVAL

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 LEWIS EDWARD

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 GREAT ATLANTIC & PACIFIC
 TEA CO INC [GAP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 02/26/2005

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

ESSENCE COMMUNICATIONS
 PARTNERS, 1500 BROADWAY,
 6 FLR.

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10036

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		8. De Se (In
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Unit	Â	03/31/2004	Â	A	265	Â	Â (2)	Â (2)	Common Stock	265	\$
Stock Equivalent Units	Â	04/30/2004	Â	A	240	Â	Â (2)	Â (2)	Common Stock	240	\$
Stock Equivalent Units	Â	05/28/2004	Â	A	284	Â	Â (2)	Â (2)	Common Stock	284	\$
Stock Equivalent Units	Â	06/30/2004	Â	A	263	Â	Â (2)	Â (2)	Common Stock	263	\$
Stock Equivalent Units	Â	07/30/2004	Â	A	303	Â	Â (2)	Â (2)	Common Stock	303	\$
Stock Equivalent Units	Â	08/02/2004	Â	A	116	Â	Â (3)	Â (3)	Common Stock	116	\$
Stock Equivalent Units	Â	09/01/2004	Â	A	118	Â	Â (3)	Â (3)	Common Stock	118	\$
Stock Equivalent Unit	Â	10/01/2004	Â	A	228	Â	Â (3)	Â (3)	Common Stock	228	\$
Stock Equivalent Units	Â	11/01/2004	Â	A	122	Â	Â (3)	Â (3)	Common Stock	122	\$
Stock Equivalent Units	Â	12/01/2004	Â	A	133	Â	Â (3)	Â (3)	Common Stock	133	\$
Stock Equivalent	Â	01/03/2005	Â	A	103	Â	Â (3)	Â (3)	Common Stock	103	\$

Units

Stock Equivalent Units	Â	02/01/2005	Â	A	141	Â	Â (3)	Â (3)	Common Stock	141	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EDWARD ESSENCE COMMUNICATIONS PARTNERS 1500 BROADWAY, 6 FLR. NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

Joan Roensch, Attorney-in-Fact for Edward Lewis	04/06/2005
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__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) Security converts to a common stock on a one-for-one basis
- (2) Stock acquired under the issuer's Non-Employee Directors Deferred Payment Plan, the date would be the insider's retirement date, which is not yet known.
- (3) Stock units acquired under the issuer's 2004 Non-Employee Director Compensation Plan convert to Common Stock following the insider's termination from the Board, the date of which is not yet known.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.