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GREAT ATLANTIC & PACIFIC TEA CO INC

Form 4 May 22, 2006

FORM 4

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

Symbol

response... 0.5

1(b).

(Print or Type Responses)

SLADE STEPHEN

1. Name and Address of Reporting Person *

			GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]					(Check all applicable)		
(Last) (First) (Middle) 2 PARAGON DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/19/2006					Director 10% Owner X Officer (give title Other (specify below) SR. VICE PRES., MERCHANDISING		
MONTVAL	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Da (Month/Day/Year	ransaction Date 2A. Dee nth/Day/Year) Execution any (Month/		Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	05/19/2006			M	2,800	A	\$ 6.1	2,800	D	
Common Stock	05/19/2006			S	2,800	D	\$ 24.1	0	D	
Common Stock	05/19/2006			M	1,500	A	\$ 6.1	1,500	D	
Common Stock	05/19/2006			S	1,500	D	\$ 24.13	0	D	
Common Stock	05/19/2006			M	441	A	\$ 6.1	441	D	

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Common 05/19/2006 S D Stock

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities (Month/Day/Year) or Exercise (Instr. 3 and 4) Security Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Security Disposed of (D) (Instr. 3, 4, and 5) Amoun Expiration Date Exercisable Title

> Code V (A) (D)

Numbe of Shares

4,741

Common

Employee Stock

Option \$ 6.1 05/19/2006 M (right to

4,741 05/19/2006(1) 02/23/2014

Stock

buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SLADE STEPHEN 2 PARAGON DRIVE MONTVALE, NJ 07645

SR. VICE PRES., MERCHANDISING

Signatures

/s/ Joan Roensch, Attorney-in-Fact for Stephen 05/22/2006 Slade

> **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 vests in four equal installments on February 23, 2005, 2006, 2007 and 2008.

Reporting Owners 2

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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.