HAUB CHRISTIAN W E

Form 4

August 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAUB CHRISTIAN W E

2. Issuer Name and Ticker or Trading

Symbol

GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X 10% Owner

__Other (specify

(Check all applicable)

08/04/2009

X_ Officer (give title below) **EXECUTIVE CHAIRMAN**

(Street)

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

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

MONTVALE, NJ 07645

2 PARAGON DRIVE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and An Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	P N
Series A-T Preferred Stock (1)	\$ 5 (2)	08/04/2009		P		18,800		08/05/2010 <u>(4)</u>	08/01/2016	Common Stock, \$1 par value	
Series A-T Preferred Stock (1)	\$ 5 (2)	08/04/2009		J <u>(3)</u>			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 <u>(4)</u>	08/01/2016	Common Stock, \$1 par value	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645	X	X	EXECUTIVE CHAIRMAN				

Signatures

Christian W. E. Haub by Joan Roensch (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.
- (3) The full right, title and ownership of the Series A-T Preferred Stock was contributed to Tengelmann Warenhandelsgesellschaft KG, a German limited partnership ("Tengelmann").
- (4) 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.
- (5) The value set forth in this field is based upon the Conversion Rate as of August 4, 2009.
- (6) 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, the beneficial owner of the Series A-T Preferred Stock owned by Tengelmann, except to the extent of the reporting person's pecuniary

Reporting Owners 2

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interest in the Series A-T Preferred Stock.

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.