

GREAT ATLANTIC & PACIFIC TEA CO INC
 Form 4
 June 06, 2005

FORM 4

**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).

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 *
LEWIS EDWARD

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2005

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

ESSENCE MAGAZINE/TIME INC, 1271 AVENUE OF THE AMERICAS

(Street)

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

NEW YORK, NY 10020

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	06/03/2005		M		2,000	A	\$ 18.88	4,000	D
Common Stock	06/03/2005		S		2,000	D	\$ 25.4	2,000	D
Common Stock	06/03/2005		M		500	A	\$ 16.31	2,500	D
Common Stock	06/03/2005		S		500	D	\$ 25.4	2,000	D
	06/03/2005		M		500	A	\$ 14.7	2,500	D

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Common Stock								
Common Stock	06/03/2005		S	500	D	\$ 25.4	2,000	D
Common Stock	06/03/2005		M	333	A	\$ 12.29	2,333	D
Common Stock	06/03/2005		S	333	D	\$ 25.4	2,000	D
Common Stock	06/03/2005		M	167	A	\$ 10.29	2,167	D
Common Stock	06/03/2005		S	167	D	\$ 25.4	2,000	D

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

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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)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	\$ 18.88	06/03/2005		M	2,000	<u>(1)</u>	05/16/2010	Common Stock	2,000	\$
Director Stock Option (right to buy)	\$ 16.31	06/03/2005		M	500	<u>(2)</u>	07/12/2010	Common Stock	500	\$
Director Stock	\$ 14.7	06/03/2005		M	500	<u>(3)</u>	07/19/2011	Common Stock	500	\$

Option
(right to
buy)

Director
Stock

Option (right to buy)	\$ 12.29	06/03/2005	M	333	<u>(4)</u>	07/31/2012	Common Stock	333	\$
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Director
Stock

Option (right to buy)	\$ 10.29	06/03/2005	M	167	<u>(5)</u>	07/17/2003	Common Stock	167	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EDWARD ESSENCE MAGAZINE/TIME INC 1271 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X			

Signatures

Joan Roensch, Attorney-in-Fact for Edward Lewis	06/06/2005
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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) The option vested in three equal installments beginning on May 16, 2001, 2002 and 2003.
- (2) The option vested in three equal installments beginning on July 12, 2001, 2002 and 2003.
- (3) The option vested in three equal installments beginning on July 19, 2002, 2003 and 2004.
- (4) The option vests in three equal installments beginning on July 31, 2003, 2004 and 2005.
- (5) The option vests in three equal installments beginning on July 17, 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.

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