

MOSS WILLIAM
Form 4
August 07, 2009

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 *
MOSS WILLIAM

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)
2 PARAGON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT, TREASURER

MONTVALE, NJ 07645

(City) (State) (Zip)

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

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 (A) or (D) Price | | | |
| Common Stock | 08/05/2009 | | A | 1,666 A \$ 0 (1) | 9,641 (2) | D | |
| Common Stock | 08/05/2009 | | A | 833 A \$ 0 (1) | 10,474 (3) | D | |
| Common Stock | 08/05/2009 | | A | 958 A \$ 0 (1) | 11,432 (4) | D | |
| Common Stock | 08/05/2009 | | A | 14,749 A \$ 0 (1) | 26,181 (5) | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOSS WILLIAM 2 PARAGON DRIVE MONTVALE, NJ 07645 | | | VICE PRESIDENT, TREASURER | |

Signatures

Joan Roensch, Attorney-in-Fact for William Moss
Date: 08/07/2009

__Signature of Reporting Person

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 award was a grant for which no consideration was paid.
The acquisition represents 1,666 restricted stock units which vested on August 5, 2009 from an original grant of 5,000 restricted stock units granted to Mr. Moss in 2007 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.
 - (3) The acquisition represents 833 restricted stock units which vested on August 5, 2009 from an original grant of 2,500 restricted stock units granted to Mr. Moss in 2007 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.
 - (4) The acquisition represents 958 restricted stock units which vested on August 5, 2009 from an original grant of 2,297 restricted stock units granted to Mr. Moss in 2006 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.

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The acquisition represents 14,749 restricted stock units which vested on August 5, 2009 from an original grant of 44,245 restricted stock units granted to Mr. Moss in 2005 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in 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.