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Item 1.01. Entry into a Material Definitive Agreement.

On November 5, 2004, The Great Atlantic & Pacific Tea Company, Inc. (the "Company") entered into a Confidential Separation and Release Agreement (the "Agreement") with William P. Costantini, the Company's Senior Vice President, General Counsel and Secretary relative to Mr. Costantini's resignation, effective December 31, 2004, from his positions with the Company. In addition to agreeing to meet their respective obligations under the existing employment agreement, the parties agreed, among other things, that Mr. Costantini's earned options would vest on his resignation date and be exercisable for three years thereafter and that Mr. Costantini would release the Company from any possible claims in connection with his employment and resignation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 11, 2004

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

By: /s/ Mitchell P. Goldstein

Name: Mitchell P. Goldstein
Title: Senior Vice President, Chief Financial Officer