

GREAT ATLANTIC & PACIFIC TEA CO INC  
 Form 4  
 August 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**TENGELMANN**  
**WARENHANDELSGESELLSCHAFT**  
**KG**

(Last) (First) (Middle)

WISSOLLSTRASSE 5-43

(Street)

45478 MUELHEIM AN DER  
 RUHR, 2M

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GREAT ATLANTIC & PACIFIC**  
**TEA CO INC [GAP]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/12/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par value (1)	08/12/2008		P		200,000	A	\$ 17.4064 (2) (3)
					22,334,071	D	

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

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SEC 1474  
 (9-02)



<u>Signature of Reporting Person</u>	Date
Christian Wilhelm Erich Haub by John D. Barline (Attorney-in-Fact)	08/14/2008
<u>Signature of Reporting Person</u>	Date
Tengelmann Verwaltungs-und Beteiligungs GmbH by Christian Wilhelm Erich Haub, Co-CEO by John D. Barline (Attorney-in-Fact)	08/14/2008
<u>Signature of Reporting Person</u>	Date
Erivan Karl Haub by John D. Barline (Attorney-in-Fact)	08/14/2008
<u>Signature of Reporting Person</u>	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).  

Tengelmann Warenhandelsgesellschaft KG is a limited partnership organized under the laws of Germany. Erivan Karl Haub, Christian Wilhelm Erich Haub and Karl-Erivan Warder Haub expressly declare that the filing of this statement is not an admission that they are, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Tengelmann Warenhandelsgesellschaft KG.
- (1) Price reflected is the weighted average purchase price for shares purchased. The range of prices for the reported transactions was \$16.97 to \$17.75 per share.
- (2) Tengelmann Warenhandelsgesellschaft KG undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.