

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

Option	\$ 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

        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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