

HAUB KARL ERIVAN WARDER  
 Form 4  
 August 06, 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 \*  
**TENGELMANN  
 WARENHANDELSGESELLSCHAFT  
 KG**

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)  
**08/04/2009**

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

**WISSOLLSTRASSE 5-43**

(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  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**45478 MULHEIM AN DER  
 RUHR, 2M**

(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)
				(A) or (D)	Amount		
				Code	V		Price

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

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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\_\_Signature of Reporting Person

Date

Erivan Karl Haub, by Christian Wilhelm Haub (Attorney-in-Fact)

08/06/2009

\_\_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 8% Cumulative Convertible Preferred Stock, Series A-T, without par value, due August 1, 2016 (the "Series A-T Preferred Stock").  
The Series A-T Preferred Stock has a liquidation preference of \$1,000 per share and each share of Series A-T Preferred Stock is initially
- (2) convertible into 200 shares of Common Stock (the "Conversion Rate"), which represents a Common Stock price per share of \$5.00. The Conversion Rate is subject to change.  
  
The full right, title and ownership of the Series A-T Preferred Stock was acquired pursuant to a contribution from limited partners of Tengelmann Warenhandelsgesellschaft KG, a limited partnership organized under the laws of the Federal Republic of Germany
- (3) ("Tengelmann"). 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 the Series A-T Preferred Stock owned by Tengelmann.
- (4) The Series A-T Preferred Stock is not presently convertible into Common Stock but will become convertible on August 5, 2010, at the holder's option, subject to any limitations imposed by any stockholder approval requirements of the New York Stock Exchange.
- (5) The value set forth in this field is based upon the Conversion Rate as of August 4, 2009.

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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