

GOLDSTEIN MITCHELL  
 Form 4  
 November 10, 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 \*  
**GOLDSTEIN MITCHELL**

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)  
**11/08/2005**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
**EXEC VP, CFO & SECRETARY**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/08/2005		M		11,700 A \$ 4.6	17,000	D
Common Stock	11/08/2005		S		11,700 D \$ 27.6	5,300	D
Common Stock	11/08/2005		M		200 A \$ 4.6	5,500	D
Common Stock	11/08/2005		S		200 D \$ 27.63	5,300	D
Common Stock	11/08/2005		M		100 A \$ 4.6	5,400	D

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Common Stock	11/08/2005	S	100	D	\$ 27.69	5,300	D
Common Stock	11/08/2005	M	1,400	A	\$ 4.6	6,700	D
Common Stock	11/08/2005	S	1,400	D	\$ 27.76	5,300	D
Common Stock	11/08/2005	M	700	A	\$ 4.6	6,000	D
Common Stock	11/08/2005	S	700	D	\$ 27.8	5,300	D
Common Stock	11/08/2005	M	400	A	\$ 4.6	5,700	D
Common Stock	11/08/2005	S	400	D	\$ 27.81	5,300	D
Common Stock	11/08/2005	M	500	A	\$ 4.6	5,800	D
Common Stock	11/08/2005	S	500	D	\$ 27.83	5,300	D
Common Stock	11/09/2005	M	5,132	A	\$ 4.6	10,432	D
Common Stock	11/09/2005	S	5,132	D	\$ 27.7	5,300	D
Common Stock	11/09/2005	M	4,869	A	\$ 4.6	10,169	D
Common Stock	11/09/2005	S	4,869	D	\$ 27.75	5,300	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)
				Code V	(A) (D)	Title	

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		Date	Expiration			Date	Amount	
		Exercisable	Date				or	
							Number	
							of Shares	
Employee Stock Option (right to buy)	\$ 4.6	11/08/2005	M	15,000	<u>(1)</u>	11/04/2006	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 4.6	11/09/2005	M	10,001	<u>(1)</u>	11/04/2006	Common Stock	10,001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN MITCHELL 2 PARAGON DRIVE MONTVALE, NJ 07645			EXEC VP, CFO & SECRETARY	

## Signatures

Joan Roensch, Attorney-in-Fact for Mitchell Goldstein	11/10/2005
**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 Issuer immediately vested Mr. Goldstein's outstanding, unvested options upon his November 4, 2005 resignation from the Company.
- 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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