

MAC LEOD JENNIFER

Form 4

May 28, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAC LEOD JENNIFER

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)
05/26/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SR. VP, MKTG. & COMMUNICATIONS

MONTVALE, NJ 07645

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/26/2009		A	38,965 A	\$ 0 (1) 45,783 (2)	D	
Common Stock	05/26/2009		A	38,965 A	\$ 0 (1) 45,783 (3)	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
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(9-02)

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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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 4.01	05/26/2009		A	58,520	05/26/2010 ⁽⁴⁾ 05/26/2019	Common Stock 58,5

Reporting Owners

Reporting Owner Name / Address

Relationships

MAC LEOD JENNIFER
2 PARAGON DRIVE
MONTVALE, NJ 07645

Director 10% Owner Officer

Other

SR. VP, MKTG. & COMMUNICATIONS

Signatures

Joan Roensch, Attorney-in-Fact for Jennifer MacLeod

05/28/2009

__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 award was a grant for which no consideration was paid.

(2) The acquisition represents the grant of 38,965 restricted stock units, which can be settled in stock or cash and which vest according to the following schedule: 1/4 on May 26, 2010 and 3/4 on May 26, 2012

The acquisition represents the grant of 38,965 performance restricted stock units which can be settled in stock or cash. The number of (3) PRSUs earned will be determined over a one-year period and will vest according to the following schedule: 1/3 of earned PRSUs on 5/26/10 and 2/3's on 5/26/11.

(4) This option vests in three equal installments beginning on May 26, 2010, 2011 and 2012.

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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