

MOSS WILLIAM
Form 4
August 07, 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 *
MOSS WILLIAM

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)
08/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT, TREASURER

MONTVALE, NJ 07645

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

(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 (A) or (D) Price			
Common Stock	08/05/2009		A	1,666 A \$ 0 (1)	9,641 (2)	D	
Common Stock	08/05/2009		A	833 A \$ 0 (1)	10,474 (3)	D	
Common Stock	08/05/2009		A	958 A \$ 0 (1)	11,432 (4)	D	
Common Stock	08/05/2009		A	14,749 A \$ 0 (1)	26,181 (5)	D	

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

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The acquisition represents 14,749 restricted stock units which vested on August 5, 2009 from an original grant of 44,245 restricted stock units granted to Mr. Moss in 2005 under the Company's Long Term Incentive and Share Award Plan. The restricted stock units can only be settled in stock.

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.