

HAUB KARL ERIVAN WARDER
Form 4
August 06, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TENGMANN
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)

___ Director ___X___ 10% Owner
___ Officer (give title ___ Other (specify below) below)

WISSOLLSTRASSE 5-43

08/04/2009

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	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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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
Series			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
A-T Preferred Stock ⁽¹⁾	\$ 5 ⁽²⁾	08/04/2009	J ⁽³⁾		60,000		08/05/2010 ⁽⁴⁾	08/01/2016	Common Stock, \$1 par value	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TENGELMANN WARENHANDELSGESELLSCHAFT KG WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M		X		
TENGELMANN VERWALTUNGS UND BETEILIGUNGS GMBH WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M		X		
HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M		X		
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645		X		
HAUB ERIVAN KARL WISSOLLSTRASSE 5-43 45478 MULHEIM AN DER RUHR, 2M		X		

Signatures

Karl-Ervian Warder Haub, by Christian Wilhelm Erich Haub (Attorney-in-Fact)	08/06/2009
__Signature of Reporting Person	Date
Tengelmann Warenhandelsgesellschaft KG, by Tengelman Verwaltungs-und Beteiligungs GmbH, as Managing Partner, by Christian Wilhelm Erich Haub, Co-CEO	08/06/2009
__Signature of Reporting Person	Date
Christian Wilhelm Erich Haub	08/06/2009
__Signature of Reporting Person	Date
Tenglemann Verwaltungs und Beteiligungs GMBH, by Christian Wilhelm Erich Haub, Co-CEO	08/06/2009

__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 Tengelmänn Warenhandels-gesellschaft KG, a limited partnership organized under the laws of the Federal Republic of Germany
- (3) ("Tengelmänn"). 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 Tengelmänn.
- (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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