HAUB CHRISTIAN W E

Form 4

March 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAUB CHRISTIAN W E			2. Issuer Name and Ticker or Trading Symbol GREAT ATLANTIC & PACIFIC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
æ		0.0111		O INC [GAP]							
(Last)	(First)	(Middle)		e of Earliest Transaction h/Day/Year)				X Director 10% Owner X Officer (give title Other (specify			
2 PARAGON DRIVE			03/20/2008					below) below) EXECUTIVE CHAIRMAN			
(Street) 4. If Am				nendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
MONTVALE, NJ 07645								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative)	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)		
Common Stock (1)	03/20/2008			Code V S	Amount 100	(D)	Price \$ 25.25	242,090	D		
Common Stock (1)	03/20/2008			S	600	D	\$ 25.3	241,490 (2)	D (3)		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645	X		EXECUTIVE CHAIRMAN					

Signatures

Christopher McGarry, Attorney in Fact for Christian W. E. 03/24/2008 Haub

> **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).
- All direct transactions reported on this Form 4 Report were made pursuant to a trading plan intended to meet the requirements of Rule **(1)** 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) Includes 33,882 restricted stock units which can only be settled in stock.
- The reporting person is also the indirect owner of 500 shares owned by his wife, to which he disclaims beneficial ownership, and (3) 21,995,371 shares held by a partnership of which he is a limited partner, to which he disclaims beneficial ownership except to the extent of his pecuniary benefit.

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.

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