

BARLINE JOHN D
Form 4
August 08, 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 *
BARLINE JOHN D

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)

WILLIAMS, KASTNER, GIBBS
LLP, 1301 A STREET, SUITE 900

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2005

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

(Street)

TACOMA, WA 98402

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 or Price | | |
| Common Stock | 08/05/2005 | | M | | 500 A \$ 16.31 | 11,902 | D |
| Common Stock | 08/05/2005 | | S | | 500 D \$ 25.2 | 11,402 | D |
| Common Stock | 08/05/2005 | | M | | 500 A \$ 14.7 | 11,902 | D |
| Common Stock | 08/05/2005 | | S | | 500 D \$ 25.2 | 11,402 | D |
| Common Stock | 08/05/2005 | | M | | 500 A \$ 12.29 | 11,902 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|-----------|
| Common Stock | 08/05/2005 | S | 500 | D | \$ 25.2 | 11,402 | D | |
| Common Stock | 08/05/2005 | M | 333 | A | \$ 10.29 | 11,902 | D | |
| Common Stock | 08/05/2005 | S | 333 | D | \$ 25.2 | 11,402 | D | |
| Common Stock | | | | | | 500 | I | By Mother |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Directors Stock Option (right to buy) | \$ 16.31 | 08/05/2005 | | M | 500 | <u>(1)</u> | 07/12/2010 | Common Stock | 500 |
| Directors Stock Option (right to buy) | \$ 14.7 | 08/05/2005 | | M | 500 | <u>(2)</u> | 07/19/2011 | Common Stock | 500 |
| Directors Stock Option (right to buy) | \$ 12.29 | 08/05/2005 | | M | 500 | <u>(3)</u> | 07/31/2012 | Common Stock | 500 |
| | \$ 10.29 | 08/05/2005 | | M | 333 | <u>(4)</u> | 07/17/2013 | | 333 |

Directors
 Stock
 Option
 (right to
 buy)

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARLINE JOHN D WILLIAMS, KASTNER, GIBBS LLP 1301 A STREET, SUITE 900 TACOMA, WA 98402 | X | | | |

Signatures

Joan Roensch, Attorney in Fact for John
 Barline 08/08/2005

__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) This option vested in three equal, annual installment beginning in 2001, 2002 and 2003.
- (2) This option vested in three equal, annual installments beginning in 2002, 2003 and 2004.
- (3) This option vested in three equal, annual installments beginning in 2003, 2004 and 2005.
- (4) This options vests in three equal, annual installments beginning in 2004, 2005 and 2006.

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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