

MOSS WILLIAM

Form 4

May 13, 2005

**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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2005  
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response... 0.5

(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)  
05/11/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ 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)  
\_\_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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/11/2005                           |                                                    | M                              |                                                                   | 2,250  | A \$ 9.06        | 2,250                                                                                         | D                                                        |                                                       |
| Common Stock                    | 05/11/2005                           |                                                    | S                              |                                                                   | 2,250  | D \$ 22.1        | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 05/11/2005                           |                                                    | M                              |                                                                   | 9,000  | A \$ 4.6         | 9,000                                                                                         | D                                                        |                                                       |
| Common Stock                    | 05/11/2005                           |                                                    | S                              |                                                                   | 9,000  | D \$ 22.1        | 0                                                                                             | D                                                        |                                                       |

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

# Edgar Filing: MOSS WILLIAM - Form 4

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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 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 9.06                                                | 05/11/2005                           |                                                    | M                              | 2,250                                                                                   | <u>(1)</u> 03/20/2011                                    | Common Stock                                                  | 2,250                         |
| Employee Stock Option (right to buy)       | \$ 4.6                                                 | 05/11/2005                           |                                                    | M                              | 9,000                                                                                   | <u>(2)</u> 03/17/2013                                    | Common Stock                                                  | 9,000                         |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                           |       |
|-------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                       | Director      | 10% Owner | Officer                   | Other |
| MOSS WILLIAM<br>2 PARAGON DRIVE<br>MONTVALE, NJ 07645 |               |           | VICE PRESIDENT, TREASURER |       |

## Signatures

Joan Roensch, Attorney-in Fact-for William Moss  
05/11/2005

                    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) The option vested in four equal installments on March 20, 2002, 2003, 2004 and 2005.
- (2) The option vests in four equal installments beginning on March 17, 2004, 2005, 2006 and 2007.

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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