

RICHARDS ALLAN  
Form 4  
May 23, 2006

**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 \*  
RICHARDS ALLAN

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)  
05/22/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SR. VICE PRES, HR, LABOR, LEGAL

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/22/2006                           |  | M                              | 500   | A \$ 6.28   | 500  | D                                 |
| Common Stock                    | 05/22/2006                           |  | S                              | 500   | D \$ 24.15  | 0  | D                                 |
| Common Stock                    | 05/22/2006                           |  | M                              | 1,000   | A \$ 6.28   | 1,000  | D                                 |
| Common Stock                    | 05/22/2006                           |  | S                              | 1,000   | D \$ 24.04  | 0  | D                                 |
| Common Stock                    | 05/22/2006                           |  | M                              | 1,241   | A \$ 6.28   | 1,241  | D                                 |

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|              |            |   |       |   |          |       |   |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 05/22/2006 | S | 1,241 | D | \$ 24.05 | 0     | D |
| Common Stock | 05/22/2006 | M | 600   | A | \$ 6.28  | 600   | D |
| Common Stock | 05/22/2006 | S | 600   | D | \$ 24.01 | 0     | D |
| Common Stock | 05/22/2006 | M | 400   | A | \$ 6.28  | 400   | D |
| Common Stock | 05/22/2006 | S | 400   | D | \$ 24.11 | 0     | D |
| Common Stock | 05/22/2006 | M | 1,000 | A | \$ 6.28  | 1,000 | D |
| Common Stock | 05/22/2006 | S | 1,000 | D | \$ 24.07 | 0     | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy)       | \$ 6.28  | 05/22/2006                           |  | M                              | 4,741   | 05/22/2006 <sup>(1)</sup> 03/01/2014                     | Common Stock 4,741  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

RICHARDS ALLAN  
2 PARAGON DRIVE  
MONTVALE, NJ 07645

SR. VICE PRES, HR, LABOR, LEGAL

## Signatures

/s/ Joan Roensch, Attorney-in-Fact for Allan  
Richards

05/23/2006

\_\_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 vests in four equal annual installments on March 1, 2005, 2006, 2007 and 2008.

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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