GOLDSTEIN MITCHELL
Form 4
November 10, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSTEIN MITCHELL
(Last) (First) (Middle)
2 PARAGON DRIVE
(Street)
MONTVALE, NJ 07645
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GREAT ATLANTIC & PACIFIC TEA CO INC [GAP]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EXEC VP, CFO & SECRETARY

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	11/08/2005		M		11,700	A	$ 4.6	17,000	D	
Common Stock	11/08/2005		S		11,700	D	$ 27.6	5,300	D	
Common Stock	11/08/2005		M		200	A	$ 4.6	5,500	D	
Common Stock	11/08/2005		S		200	D	$ 27.63	5,300	D	
Common Stock	11/08/2005		M		100	A	$ 4.6	5,400	D	

Common Stock	11/08/2005		S	100	D	$ 27.69	5,300	D
Common Stock	11/08/2005		M	1,400	A	$ 4.6	6,700	D
Common Stock	11/08/2005		S	1,400	D	$ 27.76	5,300	D
Common Stock	11/08/2005		M	700	A	$ 4.6	6,000	D
Common Stock	11/08/2005		S	700	D	$ 27.8	5,300	D
Common Stock	11/08/2005		M	400	A	$ 4.6	5,700	D
Common Stock	11/08/2005		S	400	D	$ 27.81	5,300	D
Common Stock	11/08/2005		M	500	A	$ 4.6	5,800	D
Common Stock	11/08/2005		S	500	D	$ 27.83	5,300	D
Common Stock	11/09/2005		M	5,132	A	$ 4.6	10,432	D
Common Stock	11/09/2005		S	5,132	D	$ 27.7	5,300	D
Common Stock	11/09/2005		M	4,869	A	$ 4.6	10,169	D
Common Stock	11/09/2005		S	4,869	D	$ 27.75	5,300	D

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 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)
				Code	V	(A)	(D)		Title

						Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	$ 4.6	11/08/2005		M	15,000	(1)	11/04/2006	Common Stock	15,000
Employee Stock Option (right to buy)	$ 4.6	11/09/2005		M	10,001	(1)	11/04/2006	Common Stock	10,001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN MITCHELL 2 PARAGON DRIVE MONTVALE, NJ 07645			EXEC VP, CFO & SECRETARY	

Signatures

Joan Roensch, Attorney-in-Fact for Mitchell Goldstein	11/10/2005
**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 Issuer immediately vested Mr. Goldstein's outstanding, unvested options upon his November 4, 2005 resignation from the Company.

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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