

RICHARDS ALLAN

Form 4

May 23, 2006

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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(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
____X____ Officer (give title below) ____ Other (specify below)
SR. VICE PRES, HR, LABOR, LEGAL

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

MONTVALE, NJ 07645

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

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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.

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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 ⁽¹⁾ 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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