

GREAT ATLANTIC & PACIFIC TEA CO INC

Form 4

November 13, 2008

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 *
Emil Capital Partners, LLC

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2008

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

2 PARAGON DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$1 par value (1)	11/10/2008		P		65,000	A	\$ 6.443 (2) (3)	1,234,779 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.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emil Capital Partners, LLC 2 PARAGON DRIVE MONTVALE, NJ 07645		X		
TENGELMANN WARENHANDELSGESELLSCHAFT KG WISSOLLSTRASSE 5-43 45478 MUELHEIM AN DER RUHR, 2M		X		
TENGELMANN VERWALTUNGS UND BETEILIGUNGS GMBH WISSOLLSTRASSE 5-43 45478 MUELHEIM AN DER RUHR, 2M		X		
HAUB KARL ERIVAN WARDER WISSOLLSTRASSE 5-43 45478 MUELHEIM AN DER RUHR, 2M		X		
HAUB CHRISTIAN W E 2 PARAGON DRIVE MONTVALE, NJ 07645	X	X		
HAUB ERIVAN KARL WISSOLLSTRASSE 5-43 45478 MUELHEIM AN DER RUHR, 2M		X		

Signatures

Karl-Erivan Warder Haub by John D. Barline (Attorney-in-Fact)	11/13/2008
____Signature of Reporting Person	Date
Emil Capital Partners, LLC, by Dr. Andreas Guldin, CEO, by John D. Barline (Attorney-in-Fact)	11/13/2008
____Signature of Reporting Person	Date

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Christian Wilhelm Erich Haub by John D. Barline (Attorney-in-Fact)	11/13/2008
__Signature of Reporting Person	Date
Tengelmann Warenhandelsgesellschaft KG, by Tengelmann Verwaltungs- und Beteiligungs GmbH, as Managing Partner, by Christian Wilhelm Erich Haub, Co-CEO, by John D. Barline (Attorney-in-Fact)	11/13/2008
__Signature of Reporting Person	Date
Erivan Karl Haub by John D. Barline (Attorney-in-Fact)	11/13/2008
__Signature of Reporting Person	Date
Tengelmann Verwaltungs- und Beteiligungs GmbH, by Christian Wilhelm Erich Haub, Co-CEO, by John D. Barline (Attorney-in-Fact)	11/13/2008
__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).
Emil Capital Partners, LLC is a Limited Liability Company, organized under the laws of Delaware. Tengelmann Warenhandelsgesellschaft KG holds 100 percent of the outstanding membership interests of Emil Capital Partners, LLC. Each Reporting
(1) Person other than Emil Capital Partners, LLC, expressly declares that the filing of this statement is not an admission that such Reporting Person is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of shares owned by Emil Capital Partners, LLC.
(2) Price reflected is the weighted average purchase price for shares purchased. The range of prices for the reported transactions was \$5.92 to \$6.75 per share.
(3) Emil Capital Partners, LLC undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.