

GREAT ATLANTIC & PACIFIC TEA CO INC  
 Form 5  
 April 06, 2005

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**LEWIS EDWARD**

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**02/26/2005**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

**ESSENCE COMMUNICATIONS PARTNERS, 1500 BROADWAY, 6 FLR.**

(Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**NEW YORK, NY 10036**

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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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**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. De Se (In
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Unit	Â	03/31/2004	Â	A	265	Â	Â (2)	Â (2)	Common Stock	265	\$
Stock Equivalent Units	Â	04/30/2004	Â	A	240	Â	Â (2)	Â (2)	Common Stock	240	\$
Stock Equivalent Units	Â	05/28/2004	Â	A	284	Â	Â (2)	Â (2)	Common Stock	284	\$
Stock Equivalent Units	Â	06/30/2004	Â	A	263	Â	Â (2)	Â (2)	Common Stock	263	\$
Stock Equivalent Units	Â	07/30/2004	Â	A	303	Â	Â (2)	Â (2)	Common Stock	303	\$
Stock Equivalent Units	Â	08/02/2004	Â	A	116	Â	Â (3)	Â (3)	Common Stock	116	\$
Stock Equivalent Units	Â	09/01/2004	Â	A	118	Â	Â (3)	Â (3)	Common Stock	118	\$
Stock Equivalent Unit	Â	10/01/2004	Â	A	228	Â	Â (3)	Â (3)	Common Stock	228	\$
Stock Equivalent Units	Â	11/01/2004	Â	A	122	Â	Â (3)	Â (3)	Common Stock	122	\$
Stock Equivalent Units	Â	12/01/2004	Â	A	133	Â	Â (3)	Â (3)	Common Stock	133	\$
Stock Equivalent	Â	01/03/2005	Â	A	103	Â	Â (3)	Â (3)	Common Stock	103	\$

