

Seneca Foods Corp
 Form 5
 May 06, 2013

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 *
STUART SUSAN W
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Seneca Foods Corp [SENEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2013

**C/O SENECA FOODS
 CORP, 3736 SOUTH MAIN
 STREET**
 (Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARION, NY 14505
 (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)
Seneca Foods Class A Common	^	^	^	^ ^ ^ (A) or (D) Price	57,214	D	^
Seneca Foods Class A Common	^	^	^	^ ^ ^ (A) or (D) Price	12,616	I	By Spouse

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Seneca Foods Class B Common	Â	Â	Â	Â	Â	Â	63,492	D	Â
Seneca Foods Class B Common	Â	Â	Â	Â	Â	Â	18,894	I	By Spouse
6% Preferred	Â	Â	Â	Â	Â	Â	25,296	D	Â
Preferred Class A Series A	12/27/2012 ⁽¹⁾	Â	G	18,000	A	\$ ⁽³⁾	18,000	D	Â
Preferred Class A Series A	12/27/2012 ⁽²⁾	Â	G	18,000	A	\$ ⁽³⁾	18,000	I	By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Date	Expiration Date Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART SUSAN W C/O SENECA FOODS CORP 3736 SOUTH MAIN STREET MARION, NY 14505	Â X	Â	Â	Â

Signatures

Jeffrey Van Riper, Attorney
in Fact

05/06/2013

__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 Reporting Person acquired 8,700 shares of Class A Series A Preferred Stock in gift transactions on December 27, 2012 and January 8, 2013.
- (2) The Reporting Person's spouse acquired 8,700 shares of Class A Series A Preferred Stock in gift transactions on December 27, 2012 and January 8, 2013.
- (3) No price since this is a gift.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.