

Seneca Foods Corp
 Form 5
 May 02, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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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)

C/O SENECA FOODS
 CORP, 3736 SOUTH MAIN
 STREET

(Street)

MARION, NY 14505

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 03/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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)	(A) or (D)	Price	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	^	^	^	^	^	^	57,214	D	^
Seneca Foods Class A Common	^	^	^	^	^	^	12,616	I	By Spouse
Seneca Foods Class	^	^	^	^	^	^	63,492	D	^

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B Common

Seneca Foods Class B Common	Â	Â	Â	Â	Â	Â	18,894	I	By Spouse
6% Preferred Class A Series A	Â	Â	Â	Â	Â	Â	25,296	D	Â
Preferred Class A Series A	Â	Â	Â	Â	Â	Â	18,000	D	Â
Preferred Class A Series A	Â	Â	Â	Â	Â	Â	18,000	I	By Spouse
Preferred Class A Series B	01/14/2014 ⁽¹⁾	Â	G	7,000	A	\$ ⁽³⁾	7,000	D	Â
Preferred Class A Series B	01/14/2014 ⁽²⁾	Â	G	7,000	A	\$ ⁽³⁾	7,000	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable 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	Â X	Â	Â	Â

3736 SOUTH MAIN STREET
MARION, NY 14505

Signatures

Jeffrey Van Riper, Attorney
in Fact

05/02/2014

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 7,000 shares of Class A Series B Preferred Stock in a gift transaction on January 14, 2014.
- (2) The Reporting Person's spouse acquired 7,000 shares of Class A Series B Preferred Stock in a gift transaction January 14, 2014.
- (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.