

SENECA FOODS CORP /NY/
Form 3
August 28, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MANULIFE FINANCIAL CORP | | | (Month/Day/Year) | SENECA FOODS CORP /NY/ [SENEA] | |
| (Last) | (First) | (Middle) | 08/18/2006 | | |
| 200 BLOOR ST | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| EAST,Â NORTH TOWER 11 | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| TORONTO ONTARIO | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| CANA,Â Â | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|------------|-------|----------------------|-----------|--------|----------------------------------|----------------------|
| Convertible Participating Preferred Stock, Series 2006 | 08/18/2006 | Â (1) | Class A Common Stock | 1,005,874 | \$ (1) | D (2) | Â |
| Convertible Participating Preferred Stock, Series 2006 | 08/18/2006 | Â (1) | Class A Common Stock | 19,346 | \$ (1) | I | Owned by JHVLICO (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MANULIFE FINANCIAL CORP 200 BLOOR ST EAST NORTH TOWER 11 TORONTO ONTARIO CANAÂ | Â | Â X | Â | Â |
| HANCOCK JOHN LIFE INSURANCE CO CORPORATE LAW DIVISION T-55 P O BOX 111 BOSTON,Â MAÂ 02117 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Angela Shaffer - Vice President and Corporate Secretary | 08/28/2006 |
| **Signature of Reporting Person | Date |
| Warren A. Thomson - Executive Vice President and Chief Investment Officer - U.S. Investments | 08/28/2006 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Convertible Participating Preferred Stock, Series 2006, owned are immediately convertible into Class A Common Stock on a one-for-one basis, subject to antidilution adjustment. There is no expiration date for the conversion feature.
- (2) Securities are owned directly by John Hancock Life Insurance Company ("JHLICO") an indirect, wholly-owned subsidiary of a Manulife Financial Corporation ("MFC"). MFC may be deemed the indirect beneficial owner of such securities.
- (3) John Hancock Variable Life Insurance Company ("JHVLICO") is a direct, wholly-owned subsidiary of John Hancock Life Insurance Company ("JHLICO").

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.