

Seneca Foods Corp
 Form 5
 May 02, 2014

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
WOLCOTT ARTHUR S

 (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)
 Chairman

3736 SOUTH MAIN STREET

 (Street)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARION, NY 14505

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	(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 Indirect Beneficial Ownership (Instr. 4)
Seneca Foods Class A Common	Â	Â	Â	Â	Â	Â	20,000	I	By Spouse (1)
Seneca Foods Class B Common	Â	Â	Â	Â	Â	Â	8,551	D	Â
Seneca	Â	Â	Â	Â	Â	Â	8,584	I	By Spouse

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Foods Class B Common										(1)
Seneca Foods 6% Preferred	Â	Â	Â	Â	Â	Â	32,844	D	Â	
Seneca Foods Class A Series A Preferred	Â	Â	Â	Â	Â	Â	17,020	D	Â	
Seneca Foods Class A Series A Preferred	Â	Â	Â	Â	Â	Â	51,820	I	By Spouse (1)	
Seneca Foods Class A Series B Preferred	01/14/2014(2)	Â	G	162,100	D	\$ (4)	50,100	D	Â	
Seneca Foods Class A Series B Preferred	01/14/2014(3)	Â	G	50,100	A	\$ (4)	50,100	I	By Spouse (1)	

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	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLCOTT ARTHUR S 3736 SOUTH MAIN STREET MARION, NY 14505	X	X	Chairman	

Signatures

Jeffrey Van Riper, As 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 disclaims beneficial ownership of these securities, and the report shall not be deemed an admission that the Reporting Person is a beneficial owner of these securities for purposes of Section 16 or any other purpose.
 - (2) The Reporting Person disposed of 162,100 shares of Class A Series B Preferred Stock in various gift transactions to his spouse and other members of his family on January 14, 2014. The shares gifted to the Reporting Person's spouse are reported as an indirect holding below.
 - (3) The Reporting Person's spouse acquired 50,100 shares of Class A Series B Preferred Stock in gift transactions on January 14, 2014.
 - (4) 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.