

Seneca Foods Corp
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAYSER KRAIG H

(Last) (First) (Middle)
3736 SOUTH MAIN STREET
(Street)

MARION, NY 14505

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2017

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)
President and CEO

6. Individual or Joint/Group Filing(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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Seneca Foods Class A Common | | | | | 65,628 | D | |
| Seneca Foods Class A Common | 01/03/2017 | | J ⁽¹⁾ | 70,343 | D | I | By Trusts |
| Seneca Foods Class A Common | | | | | 3,325 | I | By 401-K Plan |

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| | | | | | | | | |
|---|------------|------------------|---------|---|------------|--------|---|---------------|
| Seneca Foods Class B Common | | | | | | 99,832 | D | |
| Seneca Foods Class B Common | 01/03/2017 | J ⁽¹⁾ | 73,056 | D | <u>(1)</u> | 1,900 | I | By Trusts |
| Seneca Foods Class B Common | | | | | | 567 | I | By 401-K Plan |
| Seneca Foods Class A Series A Preferred | | | | | | 32,168 | D | |
| Seneca Foods Class A Series A Preferred | 01/03/2017 | J ⁽¹⁾ | 141,644 | D | <u>(1)</u> | 0 | I | By Trusts |
| Seneca Foods Class A Series B Preferred | 01/03/2017 | J ⁽¹⁾ | 165,080 | D | <u>(1)</u> | 0 | I | By Trusts |
| Seneca Foods 6% Preferred | | | | | | 8,000 | D | |

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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(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) | 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

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(Instr. 3,
4, and 5)

| | | | | | | | | | |
|------|---|-----|-----|--|---------------------|--------------------|-------|--|--|
| | | | | | | | | | Amount or Number of Shares |
| | | | | | Date Exercisable | Expiration Date | Title | | |
| Code | V | (A) | (D) | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYSER KRAIG H 3736 SOUTH MAIN STREET MARION, NY 14505 | X | X | President and CEO | |

Signatures

Kraig H. Kayser 01/04/2017
 __Signature of Date
 Reporting Person

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) Held by two trusts of which the Reporting Person is the co-trustee in which he and members of his family are beneficiaries. The trustees caused one of the trusts to distribute 70,343 shares of Class A Common, 73,056 shares of Class B Common, 141,644 shares of Class A Series A Preferred and 165,080 shares of Class A Series B Preferred to the primary beneficiary on January 3, 2017. The reporting person disclaims beneficial ownership of the shares held by the remaining trust except to the extent of his pecuniary interest in the shares.

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.