Palmby Paul Laurence Form 4 December 06, 2012

FORM 4

OMB APPROVAL OMB

Issuer

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

Symbol

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Seneca Foods Corp [SENEB]

1(b).

(Print or Type Responses)

Palmby Paul Laurence

1. Name and Address of Reporting Person *

Seneca Foo				orp [SENI	EB]		(Check all applicable)				
(Last) (First) (Middle) 3736 SOUTH MAIN STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/11/2012				Director 10% Owner Selow) EVP Chief Operating Officer				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
MARION,	NY 14505						X_ Form filed by C Form filed by M Person	One Reporting Per More than One Re			
(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, any (Month/Day/Yea	Code		posed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Foods Class A Common							12,512 <u>(3)</u>	D			
Seneca Foods Class A Common	12/04/2012	12/05/2012	I	1,652.5	D	\$ 30.92	841.95 (1)	I	401-K		
Seneca Foods Class B Common	12/04/2012	12/05/2012	I	316.9	D	\$ 30.6	173.5 (1)	I	401-K		

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Seneca

Foods Class B D

Common

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. iofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Amou Unde Secur	tle and punt of erlying urities r. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owno Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Palmby Paul Laurence

3736 SOUTH MAIN STREET EVP Chief Operating Officer

MARION, NY 14505

Signatures

Jeffrey L. Van Riper, As Attorney in Fact 12/06/2012

**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) 401-K match and elective holdings.
- (2) These shares were acquired in lieu of cash compensation pursuant to the Company's Executive Profit Sharing Bonus Plan.

Reporting Owners 2

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Award of restricted stock pursuant to the Company's 2007 Equity Incentive Plan, which was approved by the shareholders of the (3) Company on August 10, 2007. No price was paid by the Reporting Person in connection with this award of shares of restricted stock which vests 25% per year over the next four years.

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.