Palmby Paul Laurence Form 4 December 06, 2012

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. See Instruction

obligations

1(b).

Seneca **Foods**

Class A Common

Seneca **Foods**

Class B Common 12/04/2012

12/04/2012

12/05/2012

12/05/2012

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316.9

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(Print or Type Responses)

1. Name and Address of Reporting Person * Palmby Paul Laurence			uer Name and Ticker or Trading la Foods Corp [SENEB]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (of Earliest Transaction	(Check all applicable)				
, ,	ГН MAIN STREI	(Mont	n/Day/Year) /2012	Director 10% OwnerX_ Officer (give title Other (specify below) EVP Chief Operating Officer				
	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MARION,	NY 14505			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) T	able I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)				
Seneca Foods Class A Common			(2) 23.	12,512 (3) D				

401-K

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.

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.

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	ercise of ative	4. Transaction Code (Instr. 8)	5. iofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative	9. Nu Deriv Secur Bene Owne 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.