Seneca Foods Corp Form 5 May 06, 2013

Foods

Class B Common

Seneca

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OMB APPROVAL

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **WOLCOTT ARTHUR S** Symbol Seneca Foods Corp [SENEA] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director _X__ 10% Owner _X__ Officer (give title Other (specify 03/31/2013 below) below) 3736 SOUTH MAIN STREET Chairman (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MARION, NYÂ 14505 _X_ 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 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect Beneficial (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Seneca **Foods** By Spouse Â Â Â Â Â Â 20,000 I Class A (1) Common Seneca

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8,551

8,584

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By Spouse

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Foods Class B Common									<u>(1)</u>
Seneca Foods 6% Preferred	Â	Â	Â	Â	Â	Â	32,844	D	Â
Seneca Foods Class A Series A Preferred	12/20/2012 <u>(2)</u>	Â	G	195,820	D	\$ <u>(4)</u>	17,020	D	Â
Seneca Foods Class A Series A Preferred	12/20/2012(3)	Â	G	51,820	A	\$ <u>(4)</u>	51,820	I	By Spouse
Seneca Foods Class A Series B Preferred	Â	Â	Â	Â	Â	Â	212,200	D	Â
Reminder: Report on a separate line for each class of			Persons w	rmation	SEC 2270				

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

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

(9-02)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e S			ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
					Exercisable		Date		of	
					(A) (D)				Shares	
					(II) (D)				Silaics	

Reporting Owners

securities beneficially owned directly or indirectly.

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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WOLCOTT ARTHUR S 3736 SOUTH MAIN STREET Â X Â X Â Chairman Â MARION, NYÂ 14505

Signatures

Jeffrey Van Riper, As Attorney in Fact

05/06/2013

**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.
- The Reporting Persion disposed of 195,820 shares of Class A Series A Preferred Stock in various gift transactions to his spouse and other (2) members of his family on December 20 and 27, 2012 and on January 8, 2013. The shares gifted to the Reporting Person's spouse are reported as an indirect holding below.
- (3) The Reporting Person's spouse acquired 51,820 shares of Class A Series A Preferred Stock in gift transactions on December 20 and 27, 2012 and on January 8, 2013.
- (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.

Signatures 3