Seneca Foods Corp Form 4 August 08, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Fohrd Cynthia Lynn			- 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol					Issuer				
			Seneca l	Seneca Foods Corp [SENEA]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(					
3736 SOUTH MAIN STREET				(Month/Day/Year) 08/07/2014				Director 10% Owner _X_ Officer (give title Other (specify below)  SVP and Chief Admin Officer					
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check							
MARION, N	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Exec	Deemed rution Date, if onth/Day/Year)	Code (Instr. 8)	4. Securi on Acquired Disposed (Instr. 3,	l (A) o l of (E	)) 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 Indirect Beneficial Ownership (Instr. 4)			
Seneca Foods Class A Common	08/07/2014			A	421	A	(1)	3,926	D				
Seneca Foods Class A Common								1,629	I	401-K (2)			
Seneca Foods Class B Common								288	I	401-K (2)			

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	^	Title Number			
								of			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fohrd Cynthia Lynn 3736 SOUTH MAIN STREET MARION, NY 14505

SVP and Chief Admin Officer

### **Signatures**

Jeffrey L. Van Riper, As Attorney in Fact

08/08/2014

\*\*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).
  - Award of restricted stock pursuant to the Company's 2007 Equity Incentive Plan, which was approved by the shareholders of the
- (1) Company on August 10, 2007. No price was paid by the Reporting Person in connection with this award of shares of restricted stock which vest 25% per year over the next four years.
- (2) 401-K match and elective holdings.

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.

Reporting Owners 2