

SENECA FOODS CORP /NY/

Form 4

April 17, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol
**SENECA FOODS CORP /NY/
[SENEA]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3736 SOUTH MAIN STREET

(Street)

MARION, NY 14505

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ 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 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 Indirect Beneficial Ownership (Instr. 4)
Seneca Foods Class A Common				(A) or (D)			
			Code	V	Amount		Price
Seneca Foods Class A Common	12/18/2008		G	V	1,176	D	(1)
					72,993	I	By Trusts (2)
Seneca Foods Class A Common					2,327	I	By 401-K Plan

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Seneca Foods Class B Common	12/18/2008	G	V	588	A	<u>(1)</u>	84,739	D	
Seneca Foods Class B Common	04/16/2009	P		2,000	A	\$ 23,735	86,739	D	
Seneca Foods Class B Common	12/18/2008	G	V	588	D	<u>(1)</u>	75,356	I	By Trusts <u>(2)</u>
Seneca Foods Class B Common							489	I	By 401-K Plan
Seneca Foods Class A Series A Preferred							32,168	D	
Seneca Foods Class A Series A Preferred							141,644	I	By Trusts <u>(2)</u>
Seneca Foods Class A Series B Preferred							165,080	I	By Trusts <u>(2)</u>
Seneca Foods 6% Preferred							8,000	D	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 04/17/2009

**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) Bona fide gift of securities.

(2) Held by two trusts of which the Reporting Person is the co-trustee in which he and members of his family are beneficiaries. The reporting person disclaims beneficial ownership of these shares 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.

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