#### SENECA FOODS CORP/NY/

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Form 5

May 13, 2008 **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/NY/ (Check all applicable) [SENEA] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director \_X\_\_ 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 03/31/2008 Chairman 3736 SOUTH MAIN STREET (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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or Price Amount (D) Seneca **Foods** Â Â Â Â Â Â 29,531 I By Spouse Class A Common Seneca **Foods** Â Â Â Â Â Â Â 8,551 D Class B Common

By Spouse

Seneca Foods Class B Common									
Seneca Foods 6% Preferred	Â	Â	Â	Â	Â	Â	32,844	D	Â
Seneca Foods Class A Series A Preferred	Â	Â	Â	Â	Â	Â	212,840	D	Â
Seneca Foods Class A Series B Preferred	Â	Â	Â	Â	Â	Â	212,200	D	Â
Seneca Foods Class A Common	11/26/2007	11/26/2007	G	10,000	D	\$ <u>(1)</u>	10,623	D	Â

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 2270 (9-02)

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

I. Tit	le of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	ıd	8. Price of	
Deriv	ative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount o	f	Derivative	
Secur	ity	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	ıg	Security	
(Instr	. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)	
		Derivative				Securities			(Instr. 3 au	nd 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
									Am	nount		
									or	10 uni		
							Date Exercisable	Expiration Date	Title Number of	mber		
						(A) (D)				ares		

# **Reporting Owners**

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

05/13/2008

\*\*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) 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