

SENECA FOODS CORP /NY/
Form 5
May 13, 2008

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

3736 SOUTH MAIN STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARION, NY 14505

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 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|-----------------------------------|
| Seneca Foods Class A Common | 11/13/2007 | 11/13/2007 | G | 500 | D | \$ 0 (2) | 26,468 | D | ^ |
| Seneca Foods Class B Common | 11/13/2007 | 11/13/2007 | G | 381 | A | \$ 0 (2) | 39,991 | D | ^ |
| Seneca Foods Class A Common | ^ | ^ | ^ | ^ | ^ | ^ | 39,160 (1) | D | ^ |

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| | | | |
|---|-----------------------|---|--------------|
| Seneca Foods Class A Series A Preferred | 141,644 | I | Voting Trust |
| Seneca Foods Class A Series A Preferred | 32,168 | D | |
| Seneca Foods Class A Series B Preferred | 165,080 | I | Voting Trust |
| Seneca Foods 6% Preferred | 8,000 | D | |
| Seneca Foods Class B Common | 43,160 ⁽¹⁾ | D | |
| Seneca Foods Class A Common | 5,550 | I | Voting Trust |
| Seneca Foods Class B Common | 10,050 | I | Trust |
| Seneca Foods Class A Common | 74,169 | I | Trusts |
| Seneca Foods Class B Common | 75,944 | I | Trusts |
| Seneca Foods Class A Common | 2,187 | I | 401-K Match |
| Seneca Foods Class B Common | 395 | I | 401-K Match |

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.

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(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. of |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | D | |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|----------------------------|
| | | | | | (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 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | President and CEO |

Signatures

Kraig H. Kayser 05/13/2008
 __Signature of Date
 Reporting Person

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) Shared Ownership in a Voting Trust.
 - (2) 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.