

SENECA FOODS CORP /NY/
Form 4
June 25, 2008

FORM 4

**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).

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
06/25/2008

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

MARION, NY 14505
(City) (State) (Zip)

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

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 (A) 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)
			Code	V	Amount (D) or Price (A)		
Seneca Foods Class A Common					26,468	D	
Seneca Foods Class B Common	06/25/2008	06/25/2008	P	1,000	A \$ 21.255	40,991	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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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 06/25/2008
 __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.

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.