

Seneca Foods Corp
Form 5
June 04, 2015

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 *
WOLCOTT ARTHUR S

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Seneca Foods Corp [SENEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

3736 SOUTH MAIN STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2015

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARION, NY 14505

(City) (State) (Zip)

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) | (A) or (D) | Amount or 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 | Â | Â | Â | Â | Â | Â | 20,000 | I | By Spouse (1) |
| Seneca Foods Class B Common | Â | Â | Â | Â | Â | Â | 8,551 | D | Â |
| Seneca | Â | Â | Â | Â | Â | Â | 8,584 | I | By Spouse |

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| | | | | | | | | | | |
|---|------------|---|----|---------------|---|---------------|--------|---|--|------------------|
| Foods Class B Common | | | | | | | | | | (1) |
| Seneca Foods 6% Preferred | Â | Â | Â | Â | Â | Â | 32,844 | D | | Â |
| Seneca Foods Class A Series A Preferred | 01/27/2015 | Â | G5 | 17,020 (3) | D | \$ (4) 0 | | D | | Â |
| Seneca Foods Class A Series A Preferred | 01/27/2015 | Â | G5 | 51,820 (5) | D | \$ (4) 0 | | I | | By Spouse (1) |
| Seneca Foods Class A Series B Preferred | 01/26/2015 | Â | G5 | 4,400 (2) | D | \$ (4) 45,700 | | D | | Â |
| Seneca Foods Class A Series B Preferred | 01/26/2015 | Â | G5 | 4,400 (6) | D | \$ (4) 45,700 | | I | | By Spouse (1) |

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. of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLCOTT ARTHUR S 3736 SOUTH MAIN STREET MARION, NY 14505 | X | X | Chairman | |

Signatures

Jeffrey Van Riper, As Attorney
in Fact 06/04/2015

__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) The Reporting Person disclaims beneficial ownership of these securities, and the report shall not be deemed an admission that the Reporting Person is a beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (2) The Reporting Person disposed of 4,400 shares of Class A Series B Preferred Stock in various gift transactions to members of his family on January 26, 2015.
- (3) The Reporting Person disposed of 17,020 shares of Class A Series A Preferred Stock in various gift transactions to members of his family on January 27, 2015.
- (4) No price since this is a gift.
- (5) The Reporting Person's spouse disposed of 51,820 shares of Class A Series A Preferred Stock in various gift transactions to members of her family on January 27, 2015.
- (6) The Reporting Person's spouse disposed of 4,400 shares of Class A Series B Preferred Stock in various gift transactions to members of her family on January 26, 2015.

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.