

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

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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**

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)  
Chairman

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)			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)
				(A) Amount	or (D)	Price			
Seneca Foods Class A Common	Â	Â	Â	Â	Â	Â	29,531	I	By Spouse
Seneca Foods Class B Common	Â	Â	Â	Â	Â	Â	8,551	D	Â
	Â	Â	Â	Â	Â	Â	8,584	I	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                      \$ (1) 10,623                      D                      Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(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 O E Is Fi (I
					(A) (D)	Date Exercisable    Expiration Date	Title    Amount or Number of Shares		

## Reporting Owners

<b>Reporting Owner Name / Address</b>	<b>Relationships</b>			
	Director	10% Owner	Officer	Other

WOLCOTT ARTHUR S  
3736 SOUTH MAIN STREET    X           X    Chairman  
MARION, NY 14505

## Signatures

Jeffrey Van Riper, As Attorney                      05/13/2008  
in Fact

\_\_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.