SENECA FOODS CORP/NY/

Form 4/A

August 11, 2008

FORM 4

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

OMB Number: 3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

Estimated average

OMB APPROVAL

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Exner John David

1. Name and Address of Reporting Person *

			SENECA FOODS CORP/NY/ [SENEA]				(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					Director 10% Owner X Officer (give title Other (specify				
3736 SOUTH MAIN STREET		(Month/Day/Year) 08/10/2008					below) General Counsel					
Fi			Filed(Mont	4. If Amendment, Date Original Filed(Month/Day/Year) 08/11/2008					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MARION, NY 14505			00/11/2000					Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	or		(A) or (A) or))	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)		
Seneca Foods Class A Common	08/10/2008			A	610	A	<u>(1)</u>	1,089	D			
Seneca Class A Common								120.3	I	401-K Match		
Seneca Class B Common								21.7	I	401-K Match		

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

Edgar Filing: SENECA FOODS CORP /NY/ - Form 4/A

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 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Z.ici cisuoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Exner John David

3736 SOUTH MAIN STREET MARION, NY 14505

General Counsel

Signatures

Jeffrey L. Van Riper, As Attorney in Fact

08/11/2008

**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).

Award of restricted stock pursuant to the Company's 2007 Equity Incentive Plan, which was approved by the shareholders of the

(1) Company on August 10, 2007. No price was paid by the Reporting Person in connection with this award of shares of restricted stock which vest 25% per year over the next four years.

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.

Reporting Owners 2