

Exner John David  
Form 4  
June 15, 2012

**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 \*  
Exner John David

(Last) (First) (Middle)  
3736 SOUTH MAIN STREET  
(Street)

MARION, NY 14505

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel & Asst Sec'y

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Seneca Foods Class A Common     |                                      |  |                                | (A)   | 2,636   | D <sup>(2)</sup>   |   |
| Seneca Class A Common           |                                      |  |                                | (A)   | 548   | I  | 401-K Match   |
| Seneca Class B Common           |                                      |  |                                | (A)   | 101   | I  | 401-K Match   |
|                                 | 06/15/2012                           |  | A                              | 27 <sup>(1)</sup>   | A   | 73   | D   |

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Seneca  
Class B  
Common

\$  
22.045

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

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Exner John David<br>3736 SOUTH MAIN STREET<br>MARION, NY 14505 |               |           | General Counsel & Asst Sec'y |       |

## Signatures

|  |            |
|--|------------|
| Jeffrey L. Van Riper, As Attorney<br>in Fact | 06/15/2012 |
| **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) These shares were acquired in lieu of cash compensation pursuant to the Company's Executive Profit Sharing Bonus Plan. Award of restricted stock pursuant to the Company's 2007 Equity Compensation Plan, which was approved by the shareholders of the Company on August 10, 2007. No price was paid by the Reporting person in connection with this award of shares of restricted stock which vests 25% per year over the next four years.
- (2) Company on August 10, 2007. No price was paid by the Reporting person in connection with this award of shares of restricted stock which vests 25% per year over the next four years.

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