SENECA FOODS CORP/NY/

Form 4 June 28, 2010

FORM 4

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

OMB Number:

3235-0287

0.5

if no longer

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

SECURITIES

Estimated average burden hours per response...

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Class A

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * MANULIFE FINANCIAL CORP

(First)

(State)

06/24/2010

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SENECA FOODS CORP /NY/

(Check all applicable)

[SENEA]

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 06/24/2010

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

200 BLOOR STREET EAST, NORTH TOWER 11

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

 $D^{(2)}$

6. Individual or Joint/Group Filing(Check

Person

TORONTO, A6 M4W 1E5

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

\$

S 5,519 D 30.96 1,017,820

(1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MANULIFE FINANCIAL CORP 200 BLOOR STREET EAST NORTH TOWER 11 TORONTO, A6 M4W 1E5		X				
JOHN HANCOCK LIFE INSURANCE CO USA 601 CONGRESS STREET BOSTON, MA 02110-2805		X				

Signatures

Manulife Financial Corporation By: /s/ E. David Pemstein, Authorized Signatory	06/28/2010
**Signature of Reporting Person	Date
John Hancock Life Insurance Company (U.S.A.) By: /s/ S. Mark Ray, Senior Managing Director	06/28/2010
**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.75 to \$31.41, inclusive. The reporting person undertakes to provide Seneca Foods Corporation, any security holder of Seneca Foods Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (2) Securities are owned directly by John Hancock Life Insurance Compnay (U.S.A.), an indirect, wholly-owned subsidiary of Manulife Financial Corporation ("MFC"). MFC may be deemed the indirect beneficial owner of securities.

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.

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