

SENECA FOODS CORP /NY/
Form 4
June 09, 2010

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 *
MANULIFE FINANCIAL CORP

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. Date of Earliest Transaction (Month/Day/Year)
06/07/2010

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

200 BLOOR STREET
EAST, NORTH TOWER 11

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TORONTO, A6 M4W 1E5

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 06/07/2010 | | C | | 1,025,220 | A | (1) |
| | | | | | 1,025,220 | D | (3) |

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.

SEC 1474 (9-02)

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Convertible Participating Preferred Stock, Series 2006 | (2) | 06/07/2010 | | C | 1,025,220 | (2) (2) | Class A Common Stock 1,025,220 Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | 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 06/08/2010
**Signature of Reporting Person Date

 John Hancock Life Insurance Company (U.S.A.) By: /s/ S. Mark Ray, Senior Managing Director 06/08/2010
**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).
- (1) The Class A Common Stock was received upon conversion of the Convertible Participating Preferred Stock, Series 2006. No consideration was paid or received in connection with the conversion.
- (2) The Convertible Participating Preferred Stock, Series 2006 was immediately convertible, at the holder's election, into Class A Common Stock on a 1-for-1 basis, subject to antidilution adjustment and has no expiration date.
- (3) Securities are owned directly by John Hancock Life Insurance Company (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.