

Marks Nancy  
Form 3  
July 22, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *                        |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â Marks Nancy  |         | (Month/Day/Year)                     | SENECA FOODS CORP /NY/ [SENEA*]  |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |         | 04/24/2003                           |  |  |
| C/O CARL MARKS<br>MANAGEMENT COMPANY,<br>L.P.,Â 900 THIRD AVENUE |         |                                      | (Check all applicable)   |  |
| (Street)   |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner        |
|  |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| NEW YORK,Â NYÂ 10022   |         |                                      |  |  |
| (City)   | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 217,892  | D <sup>(1)</sup>  | Â  |
| Class B Common Stock               | 212,642  | D <sup>(1)</sup>  | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|   | Date Exercisable | Expiration Date | (Instr. 4)           | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|----------------------|----------------------------|------------------------------|--|
|   |                  |                 | Title                |                            |                              |  |
| Conv. Participating Pref. Stock, par value \$.025 per share | 04/23/2003       | Â (2)           | Class A Common Stock | 145,000                    | \$ (3)                       | D Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Marks Nancy<br>C/O CARL MARKS MANAGEMENT COMPANY, L.P.<br>900 THIRD AVENUE<br>NEW YORK, NY 10022 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Nancy Marks 07/22/2009

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Edwin Marks ("Mr. Marks") passed away in April 2003. In connection with the distribution of Mr. Marks estate, on April 24, 2003, (i) 217,892 shares of Class A Common Stock, (ii) 212,642 shares of Class B Common Stock and (iii) 145,000 shares of Convertible Participating Preferred Stock then held by Mr. Marks' estate were transferred to Ms. Marks, and Mr. Marks' estate ceased to be the beneficial owner of any of the Issuer's securities. As a result of this transfer, Ms. Marks beneficially owned and had voting and dispositive power over an aggregate (i) 404,304 shares of Class A Common Stock, (ii) 377,304 shares of Class B Common Stock and (iii) 248,520 shares of Convertible Participating Preferred Stock, as of April 24, 2003.
- (2) Not applicable.
- (3) The Convertible Participating Preferred Stock, par value \$.025 per share, is convertible on a share for share basis into Class A Common Stock, par value \$.25.

Â

### Remarks:

Trading symbols are SENEAA for the Class A Common Stock and SENEBA for the Class B Common Stock.

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.