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SENECA FOODS CORP /NY/

Form S-8 POS

June 29, 2005

As Filed With the Securities and Exchange Commission on June 29, 2005

Registration No. 333-114097

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

Seneca Foods Corporation
(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

16-0733425
(I.R.S. Employer Identification No.)

3736 South Main Street
Marion, New York 14505
(315) 926-8100
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Seneca Foods, L.L.C. 401(k) Retirement Savings Plan
(Full title of the plans)

Kraig H. Kayser
President and Chief Executive Officer
3736 South Main Street
Marion, New York 14505
(315) 926-8100
(Name, address, including zip code, and telephone number, including area code
of agent for service)

Copies to:
William I. Schapiro, Esq.
Jaeckle Fleischmann & Mugal, LLP
800 Fleet Bank Building
Twelve Fountain Plaza
Buffalo, New York 14202
(716) 856-0600

DEREGISTRATION OF SECURITIES

On March 31, 2004, Seneca Foods Corporation (the "Company") filed a Registration Statement on Form S-8, Registration No. 333-114097 (the "Registration Statement"), for the sale of 40,000 shares of Class A Common Stock of the Company and 10,000 shares of Class B Common Stock of the Company

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(collectively, the "Common Stock") under the Seneca Foods, L.L.C. 401(k) Retirement Savings Plan (the "Plan") and an indeterminate amount of interests to be offered or sold pursuant to the Plan.

The Company merged the Plan into the Seneca Foods Corporation Employees' Savings Plan (the "Merger"). No shares of Common Stock were issued pursuant to the Plan prior to the Merger. The Company files this Post-Effective Amendment No. 1 to deregister all shares of the Common Stock and Plan interests originally registered by the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares of the Common Stock and Plan interests.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marion, New York, on June 29, 2005.

SENECA FOODS CORPORATION

By: /s/Philip G. Paras

Philip G. Paras, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
_____*_____ Arthur S. Wolcott	Chairman and Director	June 2
_____*_____ Kraig H. Kayser	President, Chief Executive Officer and Director	June 2
_____*_____ Philip G. Paras	Chief Financial Officer	June 2
_____*_____ Jeffrey L. Van Riper	Controller and Secretary	June 2
_____*_____ Arthur H. Baer	Director	June 2
_____*_____ Andrew M. Boas	Director	June 2
_____*_____ Robert T. Brady	Director	June 2
_____*_____ Douglas F. Brush	Director	June 2
_____*_____		

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G. Brymer Humphreys

Director

June 2

Thomas Paulson

Director

_____*_____
Susan W. Stuart

Director

June 2

_/s/ Kraig H. Kayser_____

* Kraig H. Kayser

Individually and as Attorney-in-Fact