

Edgar Filing: SENECA FOODS CORP /NY/ - Form SC 13G

SENECA FOODS CORP /NY/  
Form SC 13G  
August 28, 2006

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

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OMB APPROVAL  
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OMB Number 3235-0145  
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INITIAL SCHEDULE 13G

Under the Securities Exchange Act of 1934

Seneca Foods Corporation

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

817070501

-----  
(CUSIP Number)

August 18, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 817070501  
 -----

13G

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 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |   
 N/A (b)  |   
 -----

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

-----  
 5 SOLE VOTING POWER

-0-

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person  
 With

-----  
 6 SHARED VOTING POWER

-0-

-----  
 7 SOLE DISPOSITIVE POWER

-0-

-----  
 8 SHARED DISPOSITIVE POWER

-0-

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries.  
 See Item 4.

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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See line 9 above.

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
PAGE 2 OF 7 PAGES

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
John Hancock Life Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts

5 SOLE VOTING POWER

1,005,874 directly and 19,346 indirectly through its direct, wholly-owned subsidiary John Hancock Variable Life Insurance Company.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

1,005,874 directly and 19,346 indirectly through its direct, wholly-owned subsidiary John Hancock Variable Life Insurance Company.

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,025,220

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

17.77%

12 TYPE OF REPORTING PERSON\*

IA, IC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
PAGE 3 OF 7 PAGES

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

-----  
Seneca Foods Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

-----  
3736 South Main Street  
Marion, New York 14505????

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO").

Item 2(b) Address of the Principal Offices:

The principal business office of MFC is located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; and JHLICO is located at P. O. Box 111, Boston, Massachusetts 02117.

Item 2(c) Citizenship:

MFC is organized and exists under the laws of Canada. JHLICO is organized and exists under the laws of the Commonwealth of Massachusetts.

Item 2(d) Title of Class of Securities:

Class A Common Stock

Item 2(e) CUSIP Number:

817070501

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHLICO: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

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(a) Amount Beneficially Owned: JHLICO has beneficial ownership of 1,025,220 shares of Class A Common Stock through beneficial ownership of 1,025,220 shares of Convertible Participating Preferred Stock, Series 2006 (of which 19,346 shares are held by JHLICO's direct, wholly-owned subsidiary, John Hancock Variable Life Insurance Company), which are convertible into shares of Class A Common Stock on a one-for-one basis, subject to antidilution adjustment. Through its parent-subsidary relationship to JHLICO and JHVLICO, MFC may be deemed to have beneficial ownership of these same shares.

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(b) Percent of Class: The issuer has 4,743,794 shares of Class A Common Stock outstanding, based on information provided by the issuer to the reporting persons on August 18, 2006. Assuming full conversion of the preferred stock beneficially owned by JHLICO, JHLICO would own 1,025,220 shares of the issuer's Class A Common Stock, which would represent 17.77% of the issuer's Class A Common Stock outstanding after such conversion.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

JHLICO has sole power to vote or to direct the voting of the shares it beneficially owns.

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

JHLICO has sole power to dispose or to direct the disposition of the shares it beneficially owns.

(iv) shared power to dispose or to direct the disposition of:

-0-

- Item 5 Ownership of Five Percent or Less of a Class:  
Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
Not applicable.
- Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:  
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:  
Not applicable.
- Item 9 Notice of Dissolution of a Group:  
Not applicable.
- Item 10 Certification:

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By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

By: /s/ Angela Shaffer  
Name: Angela Shaffer  
Dated: August 28, 2006 Title: Vice President and Corporate Secretary

John Hancock Life Insurance Company

By: /s/ Warren A. Thomson  
Name: Warren A. Thomson  
Dated: August 28, 2006 Title: Executive Vice President and Chief Investment Officer - US Investments

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EXHIBIT A

JOINT FILING AGREEMENT  
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Manulife Financial Corporation and John Hancock Life Insurance Company agree that the Initial Schedule 13G to which this Agreement is attached, relating to the Class A Common Stock of Seneca Foods Corporation, is filed on behalf of each of them.

Manulife Financial Corporation

By: /s/ Angela Shaffer  
Name: Angela Shaffer  
Dated: August 28, 2006 Title: Vice President and Corporate Secretary

John Hancock Life Insurance Company

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Dated: August 28, 2006

By: /s/ Warren A. Thomson  
Name: Warren A. Thomson  
Title: Executive Vice President and Chief  
Investment Officer - US Investments

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