



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On July 24, 2006, the Company accepted the resignation of Philip G. Paras as Chief Financial Officer of the Company to be effective August 4, 2006. Mr. Paras has served as Chief Financial Officer of the Company since March 2000 and was Vice President-Finance from 1996 to 2000. Mr. Paras has accepted the position as Chief Financial Officer of Burrows Paper Corporation, Little Falls, New York. The Company intends to conduct a search for a new Chief Financial Officer.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 28, 2006

SENECA FOODS CORPORATION

By: /s/Kraig H. Kayser

Kraig H. Kayser

President and Chief Executive Officer

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