

SEACHANGE INTERNATIONAL INC
 Form 4
 February 10, 2006

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 *
 STYSLINGER WILLIAM C III

2. Issuer Name and Ticker or Trading Symbol
 SEACHANGE INTERNATIONAL INC [SEAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, CEO Chairman Board

SEACHANGE INTERNATIONAL, 124 ACTON STREET

(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
 ___ Form filed by More than One Reporting Person

MAYNARD, MA 01754

(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 Beneficial Ownership (Instr. 4)
Common Stock	09/02/2005		I	V 171,500 D \$ 0	17,500	I	Trustee ⁽¹⁾
Common Stock	09/02/2005		A	V 171,500 D \$ 0	171,500	I	Trustee ⁽²⁾
Common Stock	09/27/2005		G	V 5,790 D \$ 0	1,650,019	D	
Common Stock	09/27/2005		A	V 1,930 A \$ 0	53,355	I	by Spouse ⁽³⁾
	09/27/2005		A	V 1,930 A \$ 0	3,310	I	

Common Stock									by Daughter ⁽⁴⁾	
Common Stock	09/27/2005		G	V	1,930	D	\$ 0	51,425	I	by Spouse ⁽³⁾
Common Stock	09/27/2005		A	V	1,930	A	\$ 0	5,240	I	by Daughter ⁽⁴⁾
Common Stock	12/20/2005		G	V	3,295	D	\$ 0	1,646,724	D	
Common Stock								86,429	I	Family Trust ⁽⁵⁾
Common Stock								11,342	I	Daughter's Trust ⁽⁶⁾
Common Stock	02/09/2006		A		20,000	D	\$ 0 ⁽⁷⁾	1,666,724	D ⁽⁷⁾	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STYSLINGER WILLIAM C III SEACHANGE INTERNATIONAL 124 ACTON STREET			President, CEO Chairman Board	

MAYNARD, MA 01754

Signatures

/s/William C.
Styslinger, III

02/10/2006

__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) These shares are owned by Merrill Lynch, Trustee f/b/o William C. Styslinger, IRA.
- (2) These shares are owned by CGM IRA Rollover Custodian, f/b/o William C. Styslinger, IRA.
- (3) These shares are owned by Mrs. Joyce Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
- (4) These shares are owned by Kimberly J. Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
- (5) These shares are held by Thomas and Emily Franeta as Trustees of the Styslinger Family Trust. Mr. Styslinger disclaims beneficial ownership of these shares.
- (6) These shares are owned by Thomas Franeta as Custodian of Kimberly J. Styslinger, Mr. Styslinger daughter. Mr. Styslinger disclaims beneficial ownership of these shares.

- The securities awarded on February 9, 2006 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. 2005 Equity Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on February 9, 2007, with an equal number of shares vesting on February 9, 2008 and the balance of the shares vesting on February 9, 2009.
- (7)

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.