

SEACHANGE INTERNATIONAL INC
 Form 4
 March 22, 2010

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)
 03/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman Board

SEACHANGE INTERNATIONAL, 50 NAGOG PARK

(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

ACTON, MA 01720

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 03/17/2010 | | F | | 600 | D | \$ 7.2 | 1,809,619 | D |
| Common Stock | 03/17/2010 | | F | | 2,300 | D | \$ 7.21 | 1,807,319 | D |
| Common Stock | 03/17/2010 | | F | | 1,000 | D | \$ 7.22 | 1,806,319 | D |
| Common Stock | 03/17/2010 | | F | | 3,500 | D | \$ 7.23 | 1,802,819 | D |
| | 03/17/2010 | | F | | 2,000 | D | | 1,800,819 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|-----------|---|-------------------------|
| Common Stock | | | | | | \$ 7.24 | | | |
| Common Stock | 03/17/2010 | | F | 7,600 | D | \$ 7.25 | 1,793,219 | D | |
| Common Stock | 03/17/2010 | | F | 2,000 | D | \$ 7.27 | 1,791,219 | D | |
| Common Stock | | | | | | | 25,810 | I | by Daughter <u>(1)</u> |
| Common Stock | | | | | | | 52,985 | I | by Spouse <u>(2)</u> |
| Common Stock | | | | | | | 86,429 | I | Family Trust <u>(3)</u> |
| Common Stock | | | | | | | 17,500 | I | Trustee <u>(4)</u> |
| Common Stock | | | | | | | 171,500 | I | Trustee <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

STYSLINGER WILLIAM C III
SEACHANGE INTERNATIONAL
50 NAGOG PARK
ACTON, MA 01720

X

CEO and Chairman Board

Signatures

\\William C.
Styslinger, III

03/22/2010

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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