

SEACHANGE INTERNATIONAL INC
Form 4
May 20, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/16/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|-------|------------------|
| Common Stock | 05/16/2008 | | A | V | 89,892 | A | \$ 0 (1) | 1,754,103 | D (1) | |
| Common Stock | | | | | | | | 20,858 | I | by Daughter (2) |
| Common Stock | | | | | | | | 52,985 | I | by Spouse (3) |
| Common Stock | | | | | | | | 86,429 | I | Family Trust (4) |

| | | | |
|--------------|---------|---|------------------------|
| Common Stock | 17,500 | I | Trustee ⁽⁵⁾ |
| Common Stock | 171,500 | I | Trustee ⁽⁶⁾ |

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

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SEC 1474
(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 |
|---|---|---|---|---|---|--|---|---|--|
|---|---|---|---|---|---|--|---|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STYSLINGER WILLIAM C III SEACHANGE INTERNATIONAL 50 NAGOG PARK ACTON, MA 01720 | X | | President, CEO Chairman Board | |

Signatures

Signature: \s\William C. Stysliger, III
Date: 05/20/2008

 **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).

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- The securities awarded on May 16, 2008 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.
- (1) The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on January 31, 2009, with an equal number of shares vesting on January 31, 2010 and the balance of the shares vesting on January 31, 2011.
 - (2) These shares are owned by Kimberly J. Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
 - (3) These shares are owned by Mrs. Joyce Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
 - (4) These shares are held by Charles Jankovski as Trustee of the Styslinger Family Trust. Mr. Styslinger disclaims beneficial ownership of these shares.
 - (5) These shares are owned by Merrill Lynch, Trustee f/b/o William C. Styslinger, IRA.
 - (6) 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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