

SEACHANGE INTERNATIONAL INC
 Form 4
 December 06, 2004

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)
 12/02/2004

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/02/2004		S	10,000 D \$ 17.9	1,569,809	D	
Common Stock	12/02/2004		S	5,000 D \$ 17.92	189,000	I	Trustee ⁽²⁾
Common Stock					1,380	I	by Daughter ⁽¹⁾
Common Stock					86,429	I	Family Trust ⁽³⁾

Common Stock						11,342	I	Daughters Trust ⁽⁵⁾	
Common Stock	12/02/2004		S	5,000	D	\$ 17.92	51,425	I	by Spouse ⁽⁴⁾
Common Stock	12/02/2004		S	5,000	D	\$ 17.05	1,564,809	D	

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. Nu
						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 MAYNARD, MA 01754	X		President, CEO Chairman Board	

Signatures

Kevin
Thimble/Attorney-in-Fact 12/06/2004
 __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 Merrill Lynch, Trustee f/b/o William C. Styslinger, IRA
- (3) These shares are held by Thomas and Emily Franeta as Trustees of the Styslinger Family Trust. Mr. Styslinger disclaims beneficial ownership of these shares.
- (4) These shares are owned by Ms. Joyce Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
- (5) These shares are owned by Thomas Franeta as Custodian of Kimberly J. Styslinger, Mr. Styslinger's daughter. Mr. Styslinger disclaims beneficial ownership of these shares.

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.