

SEACHANGE INTERNATIONAL INC
 Form 5
 March 03, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 STYSLINGER WILLIAM C III

(Last) (First) (Middle)

SEACHANGE INTERNATIONAL, 50 NAGOG PARK

(Street)

ACTON, MA 01720

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/31/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 12/18/2007 | ^ | G | 2,716 D \$ 0 | 1,664,211 | D | ^ |
| Common Stock | 12/18/2007 | ^ | A | 1,358 A \$ 0 | 54,343 | I | by Spouse (1) |
| Common Stock | 12/18/2007 | ^ | A | 1,358 A \$ 0 | 8,158 | I | by Daughter (2) |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|------|---------|---|---------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 17,500 | I | Trustee ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 171,500 | I | Trustee ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 86,429 | I | Family Trust ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 11,342 | I | Daughter's Trust ⁽⁶⁾ |
| Common Stock | 12/18/2007 | Â | G | 1,358 | D | \$ 0 | 52,985 | I | by Spouse ⁽¹⁾ |
| Common Stock | 12/18/2007 | Â | A | 1,358 | A | \$ 0 | 9,516 | I | by Daughter ⁽²⁾ |

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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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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

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

Signatures

/s/ William C.
Styslinger, III

03/03/2008

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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.