

SEACHANGE INTERNATIONAL INC

Form 5

March 16, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
STYSLINGER WILLIAM C III

(Last) (First) (Middle)

SEACHANGE
INTERNATIONAL, 50 NAGOG
PARK

(Street)

2. Issuer Name and Ticker or Trading
Symbol
SEACHANGE INTERNATIONAL
INC [SEAC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/20075. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO Chairman Board4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ACTON, MA 01720

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

(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 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 Beneficial Ownership (Instr. 4)
Common Stock	05/15/2006	Â	G	3,120 D \$ 0	1,663,604	D	Â
Common Stock	05/15/2006	Â	A	1,560 A \$ 0	52,985	I	by Spouse (1)
Common Stock	05/15/2006	Â	A	1,560 A \$ 0	6,800	I	by Daughter (2)

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Common Stock	12/15/2006	Â	G	856	D	\$ 0	1,662,748	D	Â
Common Stock	12/18/2006	Â	G	2,204	D	\$ 0	1,660,544	D	Â
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⁾

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. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

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

Signatures

/s/ William C.
Styslinger, III

03/16/2007

__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 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.

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.