

<p align="center"><b>FORM 5</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported</p> <p>[ ] Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 1.0</p>
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<p>1. Name and Address of Reporting Person <b>Styslinger, III, William C.</b></p> <p>(Last) (First) (Middle)</p> <p><b>SeaChange International</b> <b>124 Acton Street</b></p> <p>(Street)</p> <p><b>Maynard, MA 01754</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>SeaChange International, Inc.</b> <b>SEAC</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Year</p> <p><b>01/31/2003</b></p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p>Description <b>President, CEO and Chairman of the Board</b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
				Amount / A/D / Price			
Common Stock	12/05/2002		G	5,985 / D / \$7.04	1,797,569	D	
Common Stock	12/05/2002		A	1,425 / A / \$7.04	12,342	I	Daughter's Trust (3)
Common Stock	12/05/2002		A	1,425 / A / \$7.04	76,425	I	by Spouse (2)
Common Stock				// \$	96,429	I	Family Trust (4)
Common Stock				// \$	215,000	I	by IRA (1)

**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(DE) and Expiration Date(ED) (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 at End of Year Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$5.50000					(6) / 1/23/08	Common Stock / 6,000	\$	6,000	D	
Incentive Stock Option (right to buy)	\$7.88000					(9) / 4/26/09	Common Stock / 24,045	\$	24,045	D	
Incentive Stock Option (right to buy)	\$14.12000					(7) / 4/24/07	Common Stock / 2,000	\$	2,000	D	
Incentive Stock Option (right to buy)	\$18.75000					(12) / 4/20/11	Common Stock / 2,380	\$	2,380	D	

Incentive Stock Option (right to buy)	\$26.75000					(11) / 5/24/10	Common Stock / 41,000	\$	41,000	D	
Non-Qualified Stock Option (right to buy)	\$7.17000					(10) / 4/26/09	Common Stock / 5,955	\$	5,955	D	
Non-Qualified Stock Option (right to buy)	\$13.76000					(14) / 4/4/12	Common Stock / 55,000	\$	55,000	D	
Non-Qualified Stock Option (right to buy)	\$18.75000					(13) / 4/20/12	Common Stock / 52,620	\$	52,620	D	

**Explanation of Responses:**

- (1) These shares are owned by Merrill Lynch, Trustee f/b/o/ William C. Styslinger, IRA.  
(2) These shares were gifted to Mrs. Joyce Styslinger. Mr. Styslinger disclaims ownership of these shares.  
(3) These shares are owned by Thomas Franeta as Custodian for Kimberly J. Styslinger, Mr. Styslinger's daughter. Mr. Styslinger disclaims beneficial ownership of these shares.  
(4) 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) 20% (1,200 shares) vest at the end of the first year (1/23/99) and 5% (300 shares) vest each quarter thereafter.  
(7) 20% (400 shares) vest at the end of the first year (4/24/98) and 5% (100 shares) vest each quarter thereafter.  
(9) 20% (4,809 shares) vest at the end of the first year (4/26/00) and 5% (1,202 shares) vest each quarter thereafter.  
(10) 20% (1,191 shares) vest at the end of the first year (4/26/00) and 5% (297 shares) vest each quarter thereafter.  
(11) 20% (8,200 shares) vest at the end of the first year (1/1/01) and 5% (2,050 shares) vest each quarter thereafter.  
(12) 25% (595 shares) vest at the end of the first year (4/20/02) and 6.25% (148 shares) vest each quarter thereafter.  
(13) 25% (13,155 shares) vest at the end of the first year (4/20/02) and 6.25% (3,288 shares) vest each quarter thereafter.  
(14) 25% (13,750 shares) vest at the end of the first year (4/4/03) and 6.25% (3,437 shares) vest each quarter thereafter.

By:

/s/ Kevin Thimble, Attorney in Fact

\*\* Signature of Reporting Person

Date:

02/13/2003

SEC 2270 (09-02)

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

\* 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).

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.