

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>STYSLINGER WILLIAM C III</b>			2. Issuer Name and Ticker or Trading Symbol <b>SEACHANGE INTERNATIONAL INC [SEAC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO Chairman Board</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/09/2003</b>					
SEACHANGE INTERNATIONAL, 124 ACTON STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
MAYNARD, MA 01754								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	12/05/2003		M		1,515	A	\$5.5	1,744,084	D	
Common Stock	12/05/2003		G		4,275	D	\$ 0	1,739,809	D	
Common Stock	12/05/2003		G		1,380	A	\$ 0	1,380	I	by Daughter <sup>(7)</sup>
Common Stock								204,000	I	Trustee <sup>(2)</sup>
Common Stock								76,425	I	by Spouse <sup>(4)</sup>
Common Stock								91,429	I	Family Trust <sup>(1)</sup>
Common Stock								12,342	I	Daughters Trust <sup>(3)</sup>

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option (right to buy)	\$5.5	12/05/2003		D		1,515		<sup>(6)</sup>	01/23/2008	Common Stock	1,515	\$ 0	4,485	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
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## Signatures

Kevin Thimble/Attorney-in-Fact		12/09/2003
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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 held by Thomas and Emily Franeta as Trustees of the Styslinger Family Trust. 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 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 were gifted to Mrs. Joyce Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
- (6) Granted an option to purchase 6,000 shares on 1/23/98. 20% (1,200 shares) vested at the end of the first year (1/23/99) and an additional 5% (300 shares) vested each quarter thereafter, thus, all such shares have vested.
- (7) These shares were gifted to 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 is insufficient, *see* Instruction 6 for procedure.

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