

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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 *<br>STYSLINGER WILLIAM C III   | 2. Issuer Name and Ticker or Trading Symbol<br>SEACHANGE INTERNATIONAL INC<br>[SEAC]    | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>President, CEO Chairman Board |
| (Last) (First) (Middle)<br>SEACHANGE INTERNATIONAL, 124<br>ACTON STREET | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/21/2004                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| (Street)<br>MAYNARD, MA 01754   | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |
| (City) (State) (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|----------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price    |  |   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 22,040   | D          | \$ 15.2  | 1,642,769  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 3,700  | D          | \$ 15.21 | 1,639,069  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 1,000  | D          | \$ 15.22 | 1,638,069  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 1,900  | D          | \$ 15.24 | 1,636,169  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 14,035   | D          | \$ 15.25 | 1,622,134  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 2,900  | D          | \$ 15.26 | 1,619,234  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 1,300  | D          | \$ 15.27 | 1,617,934  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 1,775  | D          | \$ 15.28 | 1,616,159  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 2,500  | D          | \$ 15.29 | 1,613,659  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 8,750  | D          | \$ 15.3  | 1,604,909  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 100  | D          | \$ 15.35 | 1,604,809  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 5,960  | D          | \$ 15.4  | 1,598,849  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 300  | D          | \$ 15.41 | 1,598,549  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 2,900  | D          | \$ 15.42 | 1,595,649  | D   |  |
| Common Stock                       | 06/21/2004                              |   | S                                 |   | 840  | D          | \$ 15.44 | 1,594,809  | D   |  |
| Common Stock                       |   |   |                                   |   |  |            |          | 1,380  | I   | by Daughter <a href="#">(1)</a>                          |
| Common Stock                       |   |   |                                   |   |  |            |          | 199,000  | I   | Trustee <a href="#">(2)</a>                              |
| Common Stock                       |   |   |                                   |   |  |            |          | 76,425   | I   | by Spouse <a href="#">(3)</a>                            |
| Common Stock                       |   |   |                                   |   |  |            |          | 86,429   | I   | Family Trust <a href="#">(4)</a>                         |
| Common Stock                       |   |   |                                   |   |  |            |          | 11,342   | I   | Daughters Trust <a href="#">(5)</a>                      |

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.

SEC 1474 (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) |   |     |     | 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 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| STYSLINGER WILLIAM C III<br>SEACHANGE INTERNATIONAL<br>124 ACTON STREET<br>MAYNARD, MA 01754 | X             |           | President, CEO Chairman Board |       |

## Signatures

|  |                     |
|--|---------------------|
| Kevin Thimble/Attorney-in-Fact               | 06/23/2004          |
| <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 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 owned by Ms. Joyce Styslinger. 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.
- (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.