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

1. Name and Address of Reporting Person *OLSON THOMAS F			2. Issuer Name and Ticker or Trading Symbol SEACHANGE INTERNATIONAL INC [SEAC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director Officer (give title below) Other (specify below)						
(Last) (First) (Middle) 5242 SEA CHASE DRIVE, UNIT #5			3. Date of Earliest Transaction (Month/Day/Year) 12/08/2005										
(Street) AMELIA ISLAND, FL 32034			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_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	(Instr. 8)	(A	4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		Beneficia Reported	nt of Securities ally Owned Following Transaction(s)		Ownership Form:	Beneficial	
				(Month/Day/Year)	Code	V Ar	V Amount (A) or (D) P		(Instr. 3 and 4)		0	\ /	Ownership (Instr. 4)
G	Stock		12/08/2005		A	10	,000 A	\$ 0 (1)	15,000			D (1)	
Common Reminder: I		separate line for	each class of secur	ities beneficially ow		Persons contain	who respond	orm are	e not requ	uired to res	spond unle	ss	474 (9-02)
		separate line for	Table II - l	Derivative Securiti	es Acquire	Persons contain the forn	s who respond ed in this for an displays a sed of, or Be	orm are curre	e not requesting ntly valid	uired to res OMB con	spond unle	ss	474 (9-02)
1. Title of Derivative Security (Instr. 3)	Report on a s	3. Transaction Date (Month/Day/Ye	Table II - 1 (3A. Deemed Execution Da ear)	Derivative Securiti e.g., puts, calls, wa 4. te, if Transaction Code Year) (Instr. 8)	es Acquire	Persons containe the forn ed, Dispo tions, con 6. Date I and Exp	s who respond ed in this for an displays a sed of, or Be	neficial urities) 7. T Ame	e not requesting ntly valid	OMB conf	spond unle	of 10. Ownersh Form of Derivativ Security: Direct (D or Indirec	11. Nat of Indir Benefic Owners (Instr. 4

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
OLSON THOMAS F 5242 SEA CHASE DRIVE UNIT #5 AMELIA ISLAND, FL 32034	X				

Signatures

\s\ Thomas F. Olson	12/12/2005
**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).
- The securities awarded on December 8, 2005 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. 2005 Equity Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on December 1, 2006, with an equal number of shares vesting on December 1, 2007 and the balance of the shares vesting on December 1, 2008.

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.