## FORM 4

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

OMB APPROVAL
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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 Ty	pe Response	s)								1					
Name and Address of Reporting Person*  STYSLINGER WILLIAM C III				2. Issuer Name and Ticker or Trading Symbol SEACHANGE INTERNATIONAL INC [SEAC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Other (specify below) President, CEO Chairman Board					
(Last) (First) (Middle) SEACHANGE INTERNATIONAL, 124 ACTON STREET			3. Date of Earlie 02/09/2006	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2006						President,	CEO Cha	urman Boai	rd		
(Street) MAYNARD, MA 01754			4. If Amendmen	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)	Т	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(Instr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		of (D)			ollowing	6. Ownership Form: Direct (D)	Beneficial	ect ficial ership	
					Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	(Instr. 4)	
Common	Stock		09/02/2005		I	V	171,500	D	\$ 0	17,500			I	Trus	tee (1)
Common	Stock		09/02/2005		A	V	171,500	D	\$ 0	171,500			I	Trus	tee (2)
Common	Stock		09/27/2005		G	V	5,790	D	\$ 0	1,650,019			D		
Common Stock		09/27/2005		A	V	1,930	A	\$ 0	53,355			I	by Spouse		
Common Stock		09/27/2005		A	V	1,930	A	\$ 0	3,310			I	by Daughter (4)		
Common Stock		09/27/2005		G	V	1,930	D	\$ 0	51,425			I	by Spouse		
Common Stock		09/27/2005		A	V	1,930	A	\$ 0	5,240			I	by Daughter (4)		
Common Stock		12/20/2005		G	V	3,295	D	\$ 0	1,646,724			D			
Common Stock									86,429			I	Family Trust (5)		
Common Stock									11,342			I	Daughter's Trust (6)		
Common Stock		02/09/2006		A		20,000	D	\$ 0 (7)	1,666,724			D (7)			
Reminder:	Report on a	separate line	for each class of se	ecurities beneficially of	owned dire	Pe	rsons who	resp	orm a	re not requ	ction of info iired to resp OMB contr	ond un	less	EC 147	4 (9-02)
			Table I	I - Derivative Securi											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execution any		5.	6. an (No	ns, converti Date Exerc d Expiration Ionth/Day/Y	n Date Amou Year) Under Securi		Title and nount of iderlying curities str. 3 and	8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Securitie Securitie Beneficial Owned Followin Reported Transacti (Instr. 4)		e Owno Form Illy Deriv Secun Direct or Inc	of vative rity:	11. Natur of Indirec Beneficia Ownershi (Instr. 4)

4, and 5)

	Code V (A) (D)	Date Expiration Date Title Control	Amount or Number of Shares
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### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	or 0 Officer Officer		Other			
STYSLINGER WILLIAM C III SEACHANGE INTERNATIONAL 124 ACTON STREET MAYNARD, MA 01754			President, CEO Chairman Board				

#### **Signatures**

/s/William C. Styslinger, III	02/10/2006
**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 Merrill Lynch, Trustee f/b/o William C. Styslinger, IRA.
- (2) These shares are owned by CGM IRA Rollover Custodian, f/b/o William C. Styslinger, IRA.
- (3) These shares are owned by Mrs. Joyce Styslinger. Mr. Styslinger disclaims beneficial onwership of these shares.
- (4) These shares are owned by Kimberly J. Styslinger. Mr. Styslinger disclaims beneficial ownership of these shares.
- (5) There 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.

  The securities awarded on February 9, 2006 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 February 9, 2007, with an equal number of shares vesting on February 9, 2008 and the balance of the shares vesting on February 9, 2009.

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.