FORM	4
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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).

(Print or Type Pesponses)

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

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SEC 1474 (9-02)

### 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 Per 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) Director 10% Owner Officer (give title below) Other (specify below)				
5242 SEA CHASE DRIVE, UN	(Middle) NIT #5	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2010									
(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)	Tal	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia						lly Owned		
1.Title of Security (Instr. 3)		Execution Date, if			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			
		(Monui/Day/Tear)	Code	v	Amount	(A) or (D)	Price	(IIISU, 5 and 4)	or Indirect (I) (Instr. 4)	*	
Common Stock	12/06/2010		А		12,000	А	\$ 0 (1)	73,000	D (1)		

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	2.	3. Transaction	3A. Deemed	4.	4	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	n l	Numb	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	0	of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	1	Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				S	Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				1	Acqui	ired			4)			Following	Direct (D)	
					(	(A) 01	r						Reported	or Indirect	
					1	Dispo	sed						Transaction(s)	(I)	
					0	of (D)	)						(Instr. 4)	(Instr. 4)	
						(Instr.									
					4	4, and	15)								
											Amount				
								<b>D</b> .	<b>D</b>						
								Date	Expiration Date	Title	Number				
								Exercisable	Date		of				
				Code V	V	(A)	(D)				Shares				

### **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	Х						

## Signatures

/s/ Thomas F. Olson	12/08/2010
**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 6, 2010 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. Amended and Restated
   (1) 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, 2011, with an equal number of shares vesting on December 1, 2012 and the balance of the shares vesting on December 1, 2013.

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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