

SEACHANGE INTERNATIONAL INC
 Form 3
 July 21, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Davi Steven M | | (Month/Day/Year) | SEACHANGE INTERNATIONAL INC [SEAC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 124 ACTON STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP, Engineering | |
| MAYNARD,Â MAÂ 01754 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 718 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|----------------------------|------------|-----------------|--------|------------|-------------------|---|
| Incentive Stock Option (right to buy) | 12/14/1999 ⁽¹⁾ | 12/14/2008 | Common Stock | 6,000 | \$ 4 | D | Â |
| Incentive Stock Option (right to buy) | 04/26/2000 ⁽²⁾ | 04/26/2009 | Common Stock | 7,500 | \$ 7.17 | D | Â |
| Incentive Stock Option (right to buy) | 04/14/2001 ⁽³⁾ | 04/14/2010 | Common Stock | 3,195 | \$ 34 | D | Â |
| Incentive Stock Option (right to buy) | 05/24/2001 ⁽⁴⁾ | 05/24/2010 | Common Stock | 4,305 | \$ 26.75 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/30/2001 ⁽⁵⁾ | 11/30/2010 | Common Stock | 6,829 | \$ 23.3125 | D | Â |
| Incentive Stock Option (right to buy) | 11/30/2001 ⁽⁶⁾ | 11/30/2010 | Common Stock | 7,571 | \$ 23.3125 | D | Â |
| Non-Qualified Stock Option (right to buy) | 04/04/2003 ⁽⁷⁾ | 04/04/2012 | Common Stock | 9,000 | \$ 13.76 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/24/2003 ⁽⁸⁾ | 05/24/2012 | Common Stock | 4,500 | \$ 13.24 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/05/2003 ⁽⁹⁾ | 08/05/2012 | Common Stock | 4,500 | \$ 6.2 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2003 ⁽¹⁰⁾ | 11/04/2012 | Common Stock | 4,500 | \$ 6.05 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/05/2004 ⁽¹¹⁾ | 03/05/2013 | Common Stock | 14,500 | \$ 7 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/27/2004 ⁽¹²⁾ | 05/27/2013 | Common Stock | 4,500 | \$ 10.72 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/04/2004 ⁽¹³⁾ | 08/04/2013 | Common Stock | 4,500 | \$ 10.33 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2004 ⁽¹⁴⁾ | 11/04/2013 | Common Stock | 4,500 | \$ 15.59 | D | Â |
| Incentive Stock Option (right to buy) | 03/04/2005 ⁽¹⁵⁾ | 03/04/2014 | Common Stock | 3,165 | \$ 15.62 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/04/2005 ⁽¹⁶⁾ | 03/04/2014 | Common Stock | 1,335 | \$ 15.62 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/24/2005 ⁽¹⁷⁾ | 05/24/2014 | Common Stock | 4,500 | \$ 12.21 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/04/2005 ⁽¹⁸⁾ | 08/04/2014 | Common Stock | 4,500 | \$ 14.47 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2005 ⁽¹⁹⁾ | 11/04/2014 | Common Stock | 4,500 | \$ 17.39 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davi Steven M 124 ACTON STREET MAYNARD, MA 01754 | Â | Â | Â Senior VP, Engineering | Â |

Signatures

Steven Michael
Davi

07/21/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 20% (1,200 shares) vest at the end of the first year (12/14/1999) and 5% (300 shares) vest each quarter thereafter. 500 options exercised on 3/14/2000 and another 5,000 options exercised on 1/8/2004 leaving 500 vested and exercisable.
 - (2) 20% (1,500 shares) vest at the end of the first year (4/26/2000) and 5% (375 shares) vest each quarter thereafter.
 - (3) 20% (639 shares) vest at the end of the first year (4/14/2001) and 5% (159 shares) vest each quarter thereafter.
 - (4) 20% (861 shares) vest at the end of the first year (5/24/2001) and 5% (215 shares) vest each quarter thereafter.
 - (5) 20% (1,365 shares) vest at the end of the first year (11/30/2001) and 5% (341 shares) vest each quarter thereafter.
 - (6) 20% (1,514 shares) vest at the end of the first year (11/30/2001) and 5% (378 shares) vest each quarter thereafter.
 - (7) 25% (2,250 shares) vest at the end of the first year (4/4/2003) and 6.25% (562 shares) vest each quarter thereafter.
 - (8) 25% (1,125 shares) vest at the end of the first year (5/24/2003) and 6.25% (281 shares) vest each quarter thereafter.
 - (9) 25% (1,125 shares) vest at the end of the first year (8/5/2003) and 6.25% (281 shares) vest each quarter thereafter.
 - (10) 25% (1,125 shares) vest at the end of the first year (11/4/2003) and 6.25% (281 shares) vest each quarter thereafter.
 - (11) 25% (3,625 shares) vest at the end of the first year (3/5/2004) and 6.25% (906 shares) vest each quarter thereafter.
 - (12) 25% (1,125 shares) vest at the end of the first year (5/27/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (13) 25% (1,125 shares) vest at the end of the first year (8/4/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (14) 25% (1,125 shares) vest at the end of the first year (11/4/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (15) 25% (791 shares) vest at the end of the first year (3/4/2005) and 6.25% (197 shares) vest each quarter thereafter.
 - (16) 25% (333 shares) vest at the end of the first year (3/4/2005) and 6.25% (83 shares) vest each quarter thereafter.
 - (17) 25% (1,125 shares) vest at the end of the first year (5/24/2005) and 6.25% (281 shares) vest each quarter thereafter.
 - (18) 25% (1,125 shares) vest at the end of the first year (8/4/2005) and 6.25% (281 shares) vest each quarter thereafter.
 - (19) 25% (1,125 shares) vest at the end of the first year (11/4/2005) and 6.25% (281 shares) vest each quarter thereafter.

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.