

MANN BRUCE E
Form 4
March 19, 2010

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, 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 *
MANN BRUCE E

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)
Sr VP Network Storage Engineerg

(Last) (First) (Middle)
C/O SEACHANGE INTERNATIONAL, 50 NAGOG PARK
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2010

ACTON, MA 01720
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/17/2010 | | M | | 4,500 A \$ 6.2 | 132,326 | D |
| Common Stock | 03/17/2010 | | F | | 4,500 D \$ 7.25 | 127,826 | D |
| Common Stock | 03/17/2010 | | M | | 4,500 A \$ 6.05 | 132,326 | D |
| Common Stock | 03/17/2010 | | F | | 4,500 D \$ 7.25 | 127,826 | D |
| | 03/17/2010 | | M | | 42,000 A \$ 6.05 | 169,826 | D |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|--|----------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 03/17/2010 | F | 42,000 | D | \$ 7.25 | 127,826 | D | | |
| Common Stock | 03/18/2010 | S | 32,465 | D | \$ 7.199 | 95,361 | D | | |
| Common Stock | | | | | | 20,137 | I | | by Daughter ⁽¹⁾ |
| Common Stock | | | | | | 20,135 | I | | by Son ⁽²⁾ |
| Common Stock | | | | | | 20,135 | I | | by Son II ⁽³⁾ |

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.

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(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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 6.2 | 03/17/2010 | | M | 4,500 | 08/05/2003 ⁽⁴⁾ | 08/05/2012 | Common Stock | 4,500 |
| Common Stock | \$ 6.05 | 03/17/2010 | | M | 4,500 | 11/04/2003 ⁽⁵⁾ | 11/04/2012 | Common Stock | 4,500 |
| Common Stock | \$ 6.05 | 03/17/2010 | | M | 42,000 | 11/04/2003 ⁽⁶⁾ | 11/04/2012 | Common Stock | 42,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MANN BRUCE E
C/O SEACHANGE INTERNATIONAL
50 NAGOG PARK
ACTON, MA 01720

Sr VP Network Storage Engineerg

Signatures

/s/ Bruce E.
Mann

03/19/2010

**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).
- (1) These shares are owned by Mr. Mann's daughter, Emily. Mr. Mann disclaims beneficial ownership of these shares.
- (2) These shares are owned by Mr. Mann's son, Benjamin. Mr. Mann disclaims beneficial ownership of these shares.
- (3) These shares are owned by Mr. Mann's son, Jonathan. Mr. Mann disclaims beneficial ownership of these shares.
- (4) Exercisable as to 25% (1,125 shares) on 8/5/2003 and 6.25% at the end of each quarter thereafter.
- (5) Exercisable as to 25% (1,125 shares) on 11/4/2003 and 6.25% at the end of each quarter thereafter.
- (6) Exercisable as to 25% (10,500 shares) on 11/4/2003 and 6.25% at the end of 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.

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