

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 Kanouff Yvette Marie | | (Month/Day/Year) | SEACHANGE INTERNATIONAL INC [SEAC] | |
| (Last) | (First) | (Middle) | 07/13/2005 | |
| 124 ACTON STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MAYNARD,Â MAÂ 01754 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Sr VP Strategic Pln/Bus Dvlp | |

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 | 4,532 | 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) | 10/06/1998 ⁽¹⁾ | 10/06/2007 | Common Stock | 15,000 | \$ 7.5 | D | Â |
| Incentive Stock Option (right to buy) | 01/23/1999 ⁽²⁾ | 01/23/2008 | Common Stock | 6,000 | \$ 5.5 | D | Â |
| Incentive Stock Option (right to buy) | 08/20/1999 ⁽³⁾ | 08/20/2008 | Common Stock | 7,500 | \$ 5.83 | D | Â |
| Incentive Stock Option (right to buy) | 12/14/1999 ⁽⁴⁾ | 12/14/2008 | Common Stock | 3,750 | \$ 4 | D | Â |
| Incentive Stock Option (right to buy) | 04/26/2000 ⁽⁵⁾ | 04/26/2009 | Common Stock | 7,500 | \$ 7.17 | D | Â |
| Incentive Stock Option (right to buy) | 04/14/2001 ⁽⁶⁾ | 04/14/2010 | Common Stock | 4,260 | \$ 34 | D | Â |
| Incentive Stock Option (right to buy) | 05/24/2001 ⁽⁷⁾ | 05/24/2010 | Common Stock | 5,740 | \$ 26.75 | D | Â |
| Incentive Stock Option (right to buy) | 11/30/2001 ⁽⁸⁾ | 11/30/2010 | Common Stock | 3,865 | \$ 23.3125 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/30/2001 ⁽⁹⁾ | 11/30/2010 | Common Stock | 4,135 | \$ 23.3125 | D | Â |
| Non-Qualified Stock Option (right to buy) | 04/04/2003 ⁽¹⁰⁾ | 04/04/2012 | Common Stock | 7,000 | \$ 13.76 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/24/2003 ⁽¹¹⁾ | 05/24/2012 | Common Stock | 3,500 | \$ 13.24 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/05/2003 ⁽¹²⁾ | 08/05/2012 | Common Stock | 3,500 | \$ 6.2 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2003 ⁽¹³⁾ | 11/04/2012 | Common Stock | 3,500 | \$ 6.05 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/05/2004 ⁽¹⁴⁾ | 03/05/2013 | Common Stock | 14,500 | \$ 7 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/27/2004 ⁽¹⁵⁾ | 05/27/2013 | Common Stock | 4,500 | \$ 10.72 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/04/2004 ⁽¹⁶⁾ | 08/04/2013 | Common Stock | 4,500 | \$ 10.33 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2004 ⁽¹⁷⁾ | 11/04/2013 | Common Stock | 4,500 | \$ 15.59 | D | Â |
| Incentive Stock Option (right to buy) | 03/04/2005 ⁽¹⁸⁾ | 03/04/2014 | Common Stock | 5,000 | \$ 15.62 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/24/2005 ⁽¹⁹⁾ | 05/24/2014 | Common Stock | 2,118 | \$ 12.21 | D | Â |
| | 05/24/2005 ⁽²⁰⁾ | 05/24/2014 | | 2,882 | \$ 12.21 | D | Â |

| | | | | | | | |
|--|----------------------------|------------|-----------------|-------|----------|---|---|
| Incentive Stock Option (right to buy) | | | Common Stock | | | | |
| Non-Qualified Stock Option (right to buy) | 08/04/2005 ⁽²¹⁾ | 08/04/2014 | Common Stock | 5,000 | \$ 14.47 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/04/2005 ⁽²²⁾ | 11/04/2014 | Common Stock | 5,000 | \$ 17.39 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kanouff Yvette Marie 124 ACTON STREET MAYNARD, MA 01754 | Â | Â | Â Sr VP Strategic Pln/Bus Dvlp | Â |

Signatures

Yvette Marie
Kanouff

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% (3,000 shares) vest at the end of the first year (10/6/1999) and 5% (750 shares) vest each quarter thereafter.
 - (2) 20% (1,200 shares) vest at the end of the first year (1/23/1999) and 5% (300 shares) vest each quarter thereafter.
 - (3) 20% (1,500 shares) vest at the end of the first year (8/20/1999) and 5% (375 shares) vest each quarter thereafter.
 - (4) 20% (750 shares) vest at the end of the first year (12/14/1999) and 5% (187 shares) vest each quarter thereafter.
 - (5) 20% (1,500 shares) vest at the end of the first year (4/26/2000) and 5% (375 shares) vest each quarter thereafter.
 - (6) 20% (852 shares) vest at the end of the first year (4/14/2001) and 5% (213 shares) vest each quarter thereafter.
 - (7) 20% (1,148 shares) vest at the end of the first year (5/24/2001) and 5% (287 shares) vest each quarter thereafter.
 - (8) 20% (773 shares) vest at the end of the first year (11/30/2001) and 5% (193 shares) vest each quarter thereafter.
 - (9) 20% (827 shares) vest at the end of the first year (11/30/2001) and 5% (206 shares) vest each quarter thereafter.
 - (10) 25% (1,750 shares) vest at the end of the first year (4/4/2003) and 6.25% (437 shares) vest each quarter thereafter.
 - (11) 25% (875 shares) vest at the end of the first year (5/24/2003) and 6.25% (218 shares) vest each quarter thereafter.
 - (12) 25% (875 shares) vest at the end of the first year (8/5/2003) and 6.25% (218 shares) vest each quarter thereafter.
 - (13) 25% (875 shares) vest at the end of the first year (11/4/2003) and 6.25% (218 shares) vest each quarter thereafter.
 - (14) 25% (3,625 shares) vest at the end of the first year (3/5/2004) and 6.25% (906 shares) vest each quarter thereafter.
 - (15) 25% (1,125 shares) vest at the end of the first year (5/27/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (16) 25% (1,125 shares) vest at the end of the first year (8/4/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (17) 25% (1,125 shares) vest at the end of the first year (11/4/2004) and 6.25% (281 shares) vest each quarter thereafter.
 - (18) 25% (1,250 shares) vest at the end of the first year (3/4/2005) and 6.25% (312 shares) vest each quarter thereafter.

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- (19) 25% (529 shares) vest at the end of the first year (5/24/2005) and 6.25% (132 shares) vest each quarter thereafter.
- (20) 25% (720 shares) vest at the end of the first year (5/24/2005) and 6.25% (180 shares) vest each quarter thereafter.
- (21) 25% (1,250 shares) vest at the end of the first year (8/4/2005) and 6.25% (312 shares) vest each quarter thereafter.
- (22) 25% (1,250 shares) vest at the end of the first year (11/4/2005) and 6.25% (312 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.

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