

Banton Randy Glenn
Form 3
June 22, 2006

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 *

Â Banton Randy Glenn

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/05/2006

3. Issuer Name and Ticker or Trading Symbol

SEACHANGE INTERNATIONAL INC [SEAC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

Sr VP Network Storage Products

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

SEACHANGE
INTERNATIONAL,Â 50
NAGOG PARK

(Street)

ACTON,Â MAÂ 01720

(City) (State) (Zip)

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

12,000

D (1) Â

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

SEC 1473 (7-02)

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.

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock	05/31/2007 ⁽²⁾	06/05/2013	Common Stock	25,000	\$ 7.26	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Banton Randy Glenn SEACHANGE INTERNATIONAL 50 NAGOG PARK ACTON, MA 01720	Â	Â	Â Sr VP Network Storage Products	Â	

Signatures

/s/ Randy Banton 06/22/2006

__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).

- The securities reported are in the form of restricted stock units (RSUs) issued on June 5, 2006 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.
- (1) The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on May 31, 2007, with an equal number of shares vesting on May 31, 2008 and the balance of the shares vesting on May 31, 2009.
- (2) 33.33% (3,999 shares) vest at the end of the first year (5/31/07) and and additional 8.34% (1,000 shares) 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. 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.