OLSON THOMAS F

Form 4

December 02, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Beneficial

Ownership

(Instr. 4)

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **OLSON THOMAS F**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

SEACHANGE INTERNATIONAL INC [SEAC]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

__X__ Other (specify Officer (give title below) below)

11/30/2011

(Month/Day/Year)

(Middle)

(Zip)

Chairman of the Board

5242 SEA CHASE DRIVE, UNIT #5

(First)

(Street)

4. If Amendment, Date Original

A

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

AMELIA ISLAND, FL 32034

(State)

11/30/2011

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

or Price Code V (D) Amount

(A)

(1)

\$0 12,000

85,000

 $D^{(1)}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships							
F-	Director	10% Owner	Officer	Other				
OLSON THOMAS F 5242 SEA CHASE DRIVE UNIT #5 AMELIA ISLAND, FL 32034	X			Chairman of the Board				

Signatures

/s/ Thomas F.
Olson

**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 November 30, 2011 are in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011

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, 2012, with an equal number of shares vesting on December 1, 2013 and the balance of the shares vesting on December 1, 2014.

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.

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