

PHOENIX TECHNOLOGIES LTD
 Form 4
 February 05, 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 *
Ramius LLC

2. Issuer Name and Ticker or Trading Symbol
PHOENIX TECHNOLOGIES LTD [PTEC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
599 LEXINGTON AVE., 20TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10022

(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)
Common Stock, \$0.001 par value (1) (2)				(A) or (D) Price	1,702,615 (3)	I	By Ramius Navigation Master Fund Ltd (4)
Common Stock, \$0.001 par value (1) (2)				(A) or (D) Price	236,199 (3)	I	By RCG PB, Ltd (5)
Common Stock, \$0.001 par				(A) or (D) Price	2,481,421	I	By Ramius Value & Opportunity

value ⁽¹⁾ ⁽²⁾							Master ⁽⁶⁾
Common							By Ramius
Stock,							Enterprise
\$0.001 par				683,265	I		Master Fund
value ⁽¹⁾ ⁽²⁾							Ltd ⁽⁷⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramius LLC 599 LEXINGTON AVE. 20TH FLOOR NEW YORK, NY 10022		X		
RAMIUS ADVISORS LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
RCG PB, Ltd C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
		X		

RAMIUS VALUE & OPPORTUNITY MASTER FUND LTD
 C/O RAMIUS LLC
 599 LEXINGTON AVE., 20TH FLOOR
 NEW YORK, NY 10022

RAMIUS ENTERPRISE MASTER FUND LTD
 C/O CITCO FUND SERVICES
 REGATA OFFICE PARK, WINDWARD 1
 GRAND CAYMAN X

RCG STARBOARD ADVISORS, LLC
 C/O RAMIUS LLC
 599 LEXINGTON AVE., 20TH FLOOR
 NEW YORK, NY 10022 X

Ramius Navigation Master Fund Ltd
 C/O CITCO FUND SERVICES
 REGATA OFFICE PARK, WINDWARD 1
 GRAND CAYMAN X

Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: Ramius Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: RCG PB, Ltd; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: Ramius Value and Opportunity Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: Ramius Enterprise Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: RCG Starboard Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __Signature of Reporting Person Date

By: Ramius Navigation Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory 02/05/2010
 __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)

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Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the first of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.

- (2) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd and Ramius Navigation Master Fund Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- (3) Ramius Navigation Master Fund Ltd (Navigation Master Fund) transferred shares of Common Stock held by it to RCG PB, Ltd (RCG PB) in a transaction exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 or otherwise.
- Shares of Common Stock beneficially owned by Navigation Master Fund. RCG PB, as the sole shareholder of Navigation Master Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund. Ramius Advisors, LLC (Ramius Advisors), as the investment advisor of Navigation Master Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund. Ramius LLC (Ramius), as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund.
- (4) Shares of Common Stock beneficially owned by RCG PB. Ramius Advisors, as the investment advisor of RCG PB, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. Ramius, as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.
- Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). (6) As the investment manager of Value and Opportunity Master Fund, RCG Starboard Advisors may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. Ramius, as the sole member of RCG Starboard Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.
- Shares of Common Stock beneficially owned by Enterprise Master Fund Ltd (Enterprise Master Fund). Ramius Advisors, as the (7) investment advisor of Enterprise Master Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. Ramius, as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

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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