

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)
 ___X___ 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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.

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. SEC 1474 (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) | 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
 Date
 __Signature of Reporting Person

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

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

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

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

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

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

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.
- (5) 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.
- (6) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). 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.
- (7) Shares of Common Stock beneficially owned by Enterprise Master Fund Ltd (Enterprise Master Fund). Ramius Advisors, as the 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.

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.