

PHOENIX TECHNOLOGIES LTD

Form 4

March 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOLTEN RANDALL

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)

18 RESERVOIR RD

(Street)

ATHERTON, CA 94027

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2006

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	03/02/2006		M	3,589 A \$ 5.1	3,589	D	
Common Stock	03/02/2006		M	5,000 A \$ 5.1	5,000	D	
Common Stock	03/02/2006		M	5,000 A \$ 5.1	5,000	D	
Common Stock	03/02/2006		M	1,411 A \$ 5.1	1,411	D	
Common Stock	03/02/2006		S	3,589 D \$ 6.897	0	D	

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Common Stock	03/02/2006	S	5,000	D	\$ 6.90	D
Common Stock	03/02/2006	S	5,000	D	\$ 6.794	D
Common Stock	03/02/2006	S	1,411	D	\$ 6.897	D

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

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ISO Stock Option	\$ 5.1	03/02/2006		M	3,589	06/16/2003	06/16/2013	common stock	3,589
ISO Stock Option	\$ 5.1	03/02/2006		M	5,000	06/16/2003	06/16/2013	common stock	5,000
NQ Stock Option	\$ 5.1	03/02/2006		M	5,000	06/16/2003	06/16/2013	common stock	5,000
NQ Stock Option	\$ 5.1	03/02/2006		M	1,411	06/16/2003	06/16/2013	common stock	1,411

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOLTEN RANDALL
18 RESERVOIR RD
ATHERTON, CA 94027

Senior VP and CFO

Signatures

Scott C. Taylor by Power of
Attorney

03/06/2006

__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).

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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