

PHOENIX TECHNOLOGIES LTD
 Form 4
 November 24, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2010

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

(Street)
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
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock, \$0.001 par value (1) (2) | 11/23/2010 | | D | 683,265 | D (3) 0 | I | By Ramius Navigation Master Fund Ltd |
| Common Stock, \$0.001 par value (1) (2) | 11/23/2010 | | D | 1,938,814 | D (3) 0 | I | By RCG PB, Ltd |
| | 11/23/2010 | | D | 2,481,421 | D (3) 0 | I | |

Common
Stock,
\$0.001
par value
(1) (2)

By Ramius
Value and
Opportunity
Master Fund
Ltd

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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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
 REGATTA OFFICE PARK, WINDWARD 1
 GRAND CAYMAN, NY 10022

X

Ramius Value & Opportunity 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
 REGATTA OFFICE PARK, WINDWARD 1
 GRAND CAYMAN, E9 KY1-1205

X

Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: Ramius Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: RCG PB, Ltd; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: Ramius Value and Opportunity Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: Ramius Enterprise Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: Ramius Value and Opportunity Advisors LLC; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__Signature of Reporting Person

Date

By: Ramius Navigation Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory

11/24/2010

__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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This Form 4 is filed jointly by Ramius Value and Opportunity Master Fund Ltd, Ramius Navigation Master Fund Ltd, RCG PB, Ltd, Ramius Enterprise Master Fund Ltd, Ramius Advisors, LLC, Ramius Value and Opportunity Advisors LLC and Ramius LLC (collectively, the "Reporting Persons"). The Reporting Persons are members of a Section 13(d) group with respect to the securities of the Issuer. 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.

- (Continued from previous footnote) Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported
- (2) 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.

- Shares were disposed of pursuant to that certain Agreement and Plan of Merger, dated August 17, 2010, by and among the Issuer,
- (3) Pharaoh Acquisition LLC (f/k/a Pharaoh Acquisition Corp.) and Pharaoh Merger Sub Corp., a wholly-owned subsidiary of Pharaoh Acquisition LLC, as amended on October 21, 2010 and November 3, 2010, in exchange for the right to receive \$4.20 in cash per share of Common Stock.

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.