

PHOENIX TECHNOLOGIES LTD
 Form 5/A
 June 28, 2005

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
HUANG GEORGE C			PHOENIX TECHNOLOGIES LTD [PTEC]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			09/30/2000		<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
1354 SAGE HEN WAY			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting	
	(Street)		05/27/2005		(check applicable line)	
SUNNYVALE, CA 94087						
(City)	(State)	(Zip)				

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/14/1999		M ⁽¹⁾	14,500	A	\$ 0.82	528,487	I	Living Trust
Common Stock	01/07/2000		M ⁽²⁾	1,787	A	\$ 6.22	538,487	I	Living Trust
Common Stock	01/07/2000		M ⁽³⁾	7,848	A	\$ 8.98	540,274	I	Living Trust
Common Stock	01/07/2000		M ⁽⁴⁾	10,000	A	\$ 0.82	548,122 ⁽⁵⁾	I	Living Trust

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option Right to Purchase	\$ 0.82	10/14/1999	Â	M	Â	14,500	12/17/1995 ⁽⁶⁾	12/17/2004	Common Stock	14
Option Right To Purchase	\$ 6.22	01/07/2000	Â	M	Â	1,787	01/22/1999 ⁽⁷⁾	01/22/2008	Common Stock	1,
Option Right to Purchase	\$ 8.98	01/07/2000	Â	M	Â	7,848	04/30/1997 ⁽⁸⁾	04/30/2006	Common Stock	7,
Option Right to Purchase	\$ 0.82	01/07/2000	Â	M	Â	10,000	12/17/1995 ⁽⁹⁾	12/17/2004	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG GEORGE C 1354 SAGE HEN WAY SUNNYVALE, CA 94087	Â X	Â	Â	Â

Signatures

Scott C. Taylor by Power of Attorney
06/27/2005

__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).

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- (1) Option Exercises by Margaret Huang, wife of George Huang.
- (2) Option Exercises by Margaret Huang, wife of George Huang.
- (3) Option Exercises by Margaret Huang, wife of George Huang.
- (4) Option Exercises by Margaret Huang, wife of George Huang.
- (5) Total number of shares held in Living Trust reflects an exempt purchase by Margaret Huang, wife of George Huang, of 1,191 shares on November 5, 1999 through the Phoenix Employee Stock Purchase Plan.
- (6) The Options vest at a rate of 25% one year from the date of grant, with the remaining shares vesting monthly over the remaining three years.
- (7) The Options vest at a rate of 25% one year from the date of grant, with the remaining shares vesting monthly over the remaining three years.
- (8) The Options vest at a rate of 25% one year from the date of grant, with the remaining shares vesting monthly over the remaining three years
- (9) The Options vest at a rate of 25% one year from the date of grant, with the remaining shares vesting monthly over the remaining three years

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.