

PHOENIX TECHNOLOGIES LTD  
 Form 3  
 July 24, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â RAMIUS CAPITAL GROUP LLC			(Month/Day/Year)	PHOENIX TECHNOLOGIES LTD [PTEC]	
(Last)	(First)	(Middle)	07/13/2006		
666 THIRD AVENUE, 26TH FLOOR,Â			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10017			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value	528,470 <sup>(1)</sup>	I <sup>(2)</sup>	By Parche, LLC
Common Stock, \$0.001 par value	2,774,471 <sup>(1)</sup>	I <sup>(3)</sup>	By Starboard Value <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS CAPITAL GROUP LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
Starboard Value & Opportunity Fund, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
Parche, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
Admiral Advisors, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
C4S & CO LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
COHEN PETER A C/O RAMIUS CAPITAL GROUP, L.L.C. 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
STARK MORGAN B C/O RAMIUS CAPITAL GROUP, L.L.C. 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
SOLOMON JEFFREY M C/O RAMIUS CAPITAL GROUP, L.L.C. 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
STRAUSS THOMAS W C/O RAMIUS CAPITAL GROUP, L.L.C. 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	^	^ X	^	^

## Signatures

By: By: C4S & Co., L.L.C., managing member, /s/ Jeffrey M. Solomon, authorized signatory	07/24/2006
__Signature of Reporting Person	Date
By: By: Jeffrey M. Solomon, authorized signatory	07/24/2006
__Signature of Reporting Person	Date
By: By: Admiral Advisors, its managing member, By: /s/ Jeffrey M. Solomon, authorized signatory	07/24/2006
__Signature of Reporting Person	Date
By: By: Jeffrey M. Solomon, authorized signatory	07/24/2006
__Signature of Reporting Person	Date
By: By: Jeffrey M. Solomon, authorized signatory	07/24/2006
__Signature of Reporting Person	Date
/s/ Cohen, Peter A.	07/24/2006
__Signature of Reporting Person	Date
/s/ Stark, Morgan B.	07/24/2006
__Signature of Reporting Person	Date
/s/ Solomon, Jeffrey M.	07/24/2006
__Signature of Reporting Person	Date
/s/ Strauss, Thomas W.	07/24/2006
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Reporting Persons are members of a 13(d) group that collectively owns approximately 13.8% of the outstanding shares of the Issuer.  
Consists of shares of Common Stock held by Parche, LLC (Parche). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is an authorized signatory for Admiral Advisors, LLC (Admiral), the managing member of Parche, and is also a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius). Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral may be deemed to be the beneficial owner of the shares held by Parche. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (2) Consists of shares of Common Stock held by Starboard Value and Opportunity Master Fund Ltd. (Starboard). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is an authorized signatory for Admiral Advisors, LLC (Admiral), the investment manager for Starboard, and is also a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius). Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral may be deemed to be the beneficial owner of the shares held by Starboard. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
  - (3) Starboard Value and Opportunity Master Fund Ltd.
  - (4) Starboard Value and Opportunity Master Fund Ltd.

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.