

COHEN PETER A
Form 4
November 24, 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 AVENUE, 20TH FLOOR

(Street)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Ramius LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022 | | X | | |
| C4S & CO LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022 | | X | | |
| COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | | X | | See Explanation of Responses |
| | | X | | See Explanation of Responses |

STARK MORGAN B
C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR
NEW YORK, NY 10022

STRAUSS THOMAS W
C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR
NEW YORK, NY 10022

SOLOMON JEFFREY M
C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR
NEW YORK, NY 10022

COWEN GROUP, INC.
C/O RAMIUS LLC
599 LEXINGTON AVENUE
NEW YORK, NY 10022

RCG HOLDINGS LLC
C/O RAMIUS LLC
599 LEXINGTON AVENUE
NEW YORK, NY 10022

X See Explanation of Responses

X See Explanation of Responses

X

X

Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory 11/24/2010
 __Signature of Reporting Person Date

By: C4S & Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member 11/24/2010
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen 11/24/2010
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark 11/24/2010
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss 11/24/2010
 __Signature of Reporting Person Date

By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon 11/24/2010
 __Signature of Reporting Person Date

By: Cowen Group, Inc.; By: /s/ Owen S. Littman, Authorized Signatory 11/24/2010
 __Signature of Reporting Person Date

By: RCG Holdings LLC; 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).

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This Form 4 is filed jointly by Ramius LLC, Cowen Group, Inc., RCG Holdings LLC, C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon (collectively, the "Reporting Persons"). The Reporting Persons are members of a

- (1) 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 second 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 his or 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, 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.
- (3)

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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