

COHEN PETER A
Form 4
November 10, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2009

____ Director 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
 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, \$0.001 Par Value (1) (2)	11/06/2009		P	1,950 A	\$ 2.62	629,974	I	By Ramius Enterprise Master Fund Ltd (3) (4)
Common Stock, \$0.001 Par Value (1) (2)	11/06/2009		P	930 A	\$ 2.6238	630,904	I	By Ramius Enterprise Master Fund Ltd (3) (4)
Common Stock,	11/06/2009		P	7,933 A	\$ 2.6327	638,837	I	By Ramius Enterprise

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\$0.001 Par Value <u>(1)</u> <u>(2)</u>									Master Fund Ltd <u>(3)</u> <u>(4)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	7,350	A	\$ 2.62	2,280,559	I		By Ramius Value and Opportunity Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	3,507	A	\$ 2.6238	2,284,066	I		By Ramius Value and Opportunity Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	29,903	A	\$ 2.6327	2,313,969	I		By Ramius Value and Opportunity Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	5,700	A	\$ 2.62	1,783,045	I		By RCG PB, Ltd <u>(7)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	2,719	A	\$ 2.6238	1,785,764	I		By RCG PB, Ltd <u>(7)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u>	11/06/2009	P	23,190	A	\$ 2.6327	1,808,954	I		By RCG PB, Ltd <u>(7)</u>

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	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	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. Nu Deriv Secur Benef Own
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramius LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
C4S & CO LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
COHEN PETER A C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
SOLOMON JEFFREY M C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
STARK MORGAN B C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
STRAUSS THOMAS W C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
COWEN GROUP, INC. C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
RCG HOLDINGS LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		

Signatures

/s/ Owen S. Littman, Authorized Signatory	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, Managing Member	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, Authorized Signatory	11/10/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, Authorized Signatory	11/10/2009
**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) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. 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.

(2) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported 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.

(3) Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the majority shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(4) (Continued from previous footnote). As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(5) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the sole member of RCG Starboard Advisors, LLC (RCG Starboard Advisors), the investment manager of Value and Opportunity Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

(6)

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(Continued from previous footnote). As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

- Shares of Common Stock beneficially owned by RCG PB, Ltd (RCG PB). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the
- (7) majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

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.