#### PHOENIX TECHNOLOGIES LTD

Form 4 July 25, 2007

# FORM 4

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

**OMB** Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* MARXE AUSTIN W &

GREENHOUSE DAVID M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PHOENIX TECHNOLOGIES LTD

[PTEC]

07/23/2007

(Month/Day/Year)

(Check all applicable)

\_X\_\_ 10% Owner \_ Other (specify

C/O SPECIAL SITUATIONS

(First)

(Middle)

FUNDS, 527 MADISON AVENUE, **SUITE 2600** 

(Street)

(Last)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

Director

Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10022

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

(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. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	(A)	` ′	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)	
Common Stock	07/23/2007		S	54,741	D	\$ 10.7364	3,061,899	I	By Limited Partnerships	
Common Stock	07/23/2007		S	29,378	D	\$ 11.24	3,032,521	I	By Limited Partnership	
Common Stock	07/23/2007		S	7,602	D	\$ 11.3869	3,024,919	I	By Limited Partnerships	
Common Stock	07/23/2007		S	9,792 (1)	D	\$ 11.42	3,015,127 (1)	I (1)	By Limited Partnerships (1)	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	]	
		Derivative	Securities				(Instr.	3 and 4)		(		
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date		Number		
					G 1 17	(A) (B)				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

### **Signatures**

Austin W.

Marxe 07/25/2007

\*\*Signature of Date

Reporting Person

David M.

Greenhouse 07/25/2007

\*\*Signature of Date Reporting Person

## **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) This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cayman), Special Situations Technology Fund, L.P. (Tech) and Special Situations Technology II, L.P. (Tech II), respectively. 1,196,563 shares of Common

Reporting Owners 2

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Stock are held by QP, 224,266 shares of Common Stock are held by Cayman, 233,756 shares of Common Stock are held by Tech and 1,360,542 shares of Common Stock are held by Tech II. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, Cayman, Tech and Tech II is limited to the extent of his pecuniary interest.

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.