

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Ramius LLC</u> (Last) (First) (Middle) 599 LEXINGTON AVENUE 20TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHOENIX TECHNOLOGIES LTD [PTEC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)			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)
			Code	V	Amount	(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
Common Stock, \$0.001 par value ⁽¹⁾⁽²⁾	11/23/2010		D		2,481,421	D	(3)	0	I	By Ramius Value and Opportunity Master Fund Ltd

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Ramius LLC
 (Last) (First) (Middle)
 599 LEXINGTON AVENUE
 20TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
C4S & CO LLC
 (Last) (First) (Middle)
 599 LEXINGTON AVENUE
 20TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

COHEN PETER A

(Last) (First) (Middle)

C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

STARK MORGAN B

(Last) (First) (Middle)

C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

STRAUSS THOMAS W

(Last) (First) (Middle)

C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SOLOMON JEFFREY M

(Last) (First) (Middle)

C/O RAMIUS LLC
599 LEXINGTON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

COWEN GROUP, INC.

(Last) (First) (Middle)

C/O RAMIUS LLC
599 LEXINGTON AVENUE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RCG HOLDINGS LLC

(Last) (First) (Middle)

C/O RAMIUS LLC

599 LEXINGTON AVENUE

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

Explanation of Responses:

1. 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 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.
2. (Continued from previous footnote) Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported 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.
3. 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.

By: Ramius LLC; By: /s/
Owen S. Littman, Authorized Signatory 11/24/2010

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

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

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

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

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

By: Cowen Group, Inc.; By: /s/
Owen S. Littman, Authorized Signatory 11/24/2010

By: RCG Holdings LLC; By: /s/
Owen S. Littman, Authorized Signatory 11/24/2010

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.