

COHEN PETER A
Form 4
November 24, 2010

FORM 4

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

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

OMB APPROVAL

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(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)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

**599 LEXINGTON AVENUE, 20TH
FLOOR**

11/23/2010

(Street)

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

NEW YORK, NY 10022

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value <u>(1)</u> <u>(2)</u>	11/23/2010		D		683,265	D	<u>(3)</u>	0	I	By Ramius Navigation Master Fund Ltd
Common Stock, \$0.001 par value <u>(1)</u> <u>(2)</u>	11/23/2010		D		1,938,814	D	<u>(3)</u>	0	I	By RCG PB, Ltd
	11/23/2010		D		2,481,421	D	<u>(3)</u>	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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,

- (3) 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.

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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