

PHOENIX TECHNOLOGIES LTD  
 Form 4  
 March 06, 2006

**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 \*  
**BOLTEN RANDALL**

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)  
**18 RESERVOIR RD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/02/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP and CFO**

**ATHERTON, CA 94027**  
 (City) (State) (Zip)

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

**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)	(A) or (D)	5. Amount or Price	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)
Common Stock	03/02/2006		M	3,589	A	\$ 5.1	3,589	D	
Common Stock	03/02/2006		M	5,000	A	\$ 5.1	5,000	D	
Common Stock	03/02/2006		M	5,000	A	\$ 5.1	5,000	D	
Common Stock	03/02/2006		M	1,411	A	\$ 5.1	1,411	D	
Common Stock	03/02/2006		S	3,589	D	\$ 6.897	0	D	

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Common Stock	03/02/2006	S	5,000	D	\$ 6.90	D
Common Stock	03/02/2006	S	5,000	D	\$ 6.794	D
Common Stock	03/02/2006	S	1,411	D	\$ 6.897	D

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

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(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. Amount or Number of Shares
ISO Stock Option	\$ 5.1	03/02/2006		M	3,589	06/16/2003 06/16/2013	common stock	3,589
ISO Stock Option	\$ 5.1	03/02/2006		M	5,000	06/16/2003 06/16/2013	common stock	5,000
NQ Stock Option	\$ 5.1	03/02/2006		M	5,000	06/16/2003 06/16/2013	common stock	5,000
NQ Stock Option	\$ 5.1	03/02/2006		M	1,411	06/16/2003 06/16/2013	common stock	1,411

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BOLTEN RANDALL  
18 RESERVOIR RD  
ATHERTON, CA 94027

Senior VP and CFO

## Signatures

Scott C. Taylor by Power of  
Attorney

03/06/2006

\_\_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).

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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