

PHOENIX TECHNOLOGIES LTD  
 Form 3  
 June 26, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Â MARXE AUSTIN W &<br>GREENHOUSE DAVID M<br><br>(Last) (First) (Middle) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>06/22/2006 | 3. Issuer Name and Ticker or Trading Symbol<br>PHOENIX TECHNOLOGIES LTD [PTEC] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>___ Director ___X___ 10% Owner<br>___ Officer ___ Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|---|--|

C/O SPECIAL SITUATIONS  
 FUNDS,Â 527 MADISON  
 AVENUE, SUITE 2600  
  
 (Street)

NEW YORK,Â NYÂ 10022  
  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 3,145,844 <sup>(1)</sup>                                 | I <sup>(1)</sup>  | By Limited Partnerships <sup>(1)</sup>                   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARXE AUSTIN W & GREENHOUSE DAVID M<br>C/O SPECIAL SITUATIONS FUNDS<br>527 MADISON AVENUE, SUITE 2600<br>NEW YORK, NY 10022 | Â             | Â X       | Â       | Â     |

## Signatures

Austin W.  
Marxe  
06/26/2006  
Date

David M.  
Greenhouse  
06/26/2006  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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. 1,174,555 shares of Common Stock are held by QP, 209,850 shares of Common Stock are held by Cayman, 258,653 shares of Common Stock are held by Tech and 1,502,786 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.