PHOENIX TECHNOLOGIES LTD
Form 5
June 01, 2005

FORM 5

OMB APPROVAL

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUANG GEORGE C

(Last) (First) (Middle)

1354 SAGE HEN WAY

(Street)

SUNNYVALE,Â CAÂ 94087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PHOENIX TECHNOLOGIES LTD [PTEC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/1999

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/06/1999 (1)	Â	J	512,796	A	$ 0	512,796	I	Living Trust
Common Stock	01/06/1999 (2)	Â	J	78,684	A	$ 0	74,884 (3)	I	Charitable Foundation
Common Stock	01/06/1999	Â	J	574,804	D	$ 0	0	D	Â
Common Stock	01/06/1999	Â	J	16,671	D	$ 0	0	I	By wife

Common Stock	05/28/1999	Â	P	2,157	A	$ 0	2,157	D	Â
Common Stock	11/30/1999	Â	P	1,368	A	$ 0	3,525	D	Â
Common Stock	11/05/1999	Â	P	1,191	A	$ 0	513,987	I	Living Trust
Common Stock	10/14/1999	Â	P	14,500	A	$ 0	528,487	I	Living Trust

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

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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. of D Se Be O Er Is Fi (Ir
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG GEORGE C 1354 SAGE HEN WAY SUNNYVALE,Â CAÂ 94087	Â X	Â	Â	Â

Signatures

Scott C. Taylor by Power of Attorney	05/27/2005
**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).

(1) On 1/6/1999, George Huang and his wife transferred their shares of Common Stock to the George Huang Living Trust and the George Huang Charitable Trust.

(2) On 1/6/1999, George Huang and his wife transferred their shares of Common Stock to the George Huang Living Trust and the George Huang Charitable Trust.

(3) 3800 shares of common stock were sold from the Charitable Foundation on 12/15/99. A Form 5 was filed to reflect this transaction.

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