

PHOENIX TECHNOLOGIES LTD
 Form 3
 July 31, 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 *

Â Scharfglass Ira
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/25/2006

3. Issuer Name and Ticker or Trading Symbol

PHOENIX TECHNOLOGIES LTD [PTEC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice President, Engineering

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

C/O PHOENIX TECHNOLOGIES,Â 915 MURPHY RANCH ROAD

(Street)

MILPITAS,Â CAÂ 95035

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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 (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
ISO - Option - Right to Purchase	12/31/2002 ⁽¹⁾	12/31/2012	Common Stock	10,000	\$ 5.77	D	Â
ISO - Option - Right to Purchase	04/01/2003	04/01/2013	Common Stock	3,000	\$ 4.06	D	Â
ISO - Option - Right to Purchase	04/30/2004	04/30/2014	Common Stock	18,000	\$ 5.68	D	Â
ISO - Option - Right to Purchase	10/29/2004	10/29/2014	Common Stock	25,000	\$ 6.1	D	Â
ISO - Option - Right to Purchase	06/30/2005	06/30/2015	Common Stock	9,922	\$ 7.78	D	Â
NQ - Option - Right to Purchase	06/30/2005	06/30/2015	Common Stock	78	\$ 7.78	D	Â
NQ - Option - Right to Purchase	04/14/2006	04/14/2016	Common Stock	12,000	\$ 6.08	D	Â
ISO - Option - Right to Purchase	07/05/2006	07/05/2016	Common Stock	13,590	\$ 4.68	D	Â
NQ - Option - Right to Purchase	07/05/2006	07/05/2016	Common Stock	1,410	\$ 4.68	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scharfglass Ira C/O PHOENIX TECHNOLOGIES 915 MURPHY RANCH ROAD MILPITAS, CA 95035	Â	Â	Â Vice President, Engineering	Â

Signatures

Scott C. Taylor by Power of Attorney for Ira Scharfglass 07/27/2006

**Signature of Reporting Person

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) Mr. Scharfglass exercised 5000 options - 5000 of the 10,000 remain outstanding

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.