

GOLDGOF MICHAEL D
 Form 4
 November 29, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
GOLDGOF MICHAEL D

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)
4072 CAMPANA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V.P. Marketing

PALO ALTO, CA 94306
 (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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/28/2005 | | M | 8,747 A \$ 5.38 | 8,747 | D | |
| Common Stock | 11/28/2005 | | S | 1,000 D \$ 6.42 | 0 | D | |
| Common Stock | 11/28/2005 | | S | 100 D \$ 6.44 | 0 | D | |
| Common Stock | 11/28/2005 | | S | 1,000 D \$ 6.48 | 0 | D | |
| Common Stock | 11/28/2005 | | S | 1,000 D \$ 6.5 | 0 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|---|---|
| Common Stock | 11/28/2005 | S | 500 | D | \$ 6.52 | 0 | D |
| Common Stock | 11/28/2005 | S | 5,147 | D | \$ 6.4 | 0 | D |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option - Right to Purchase | \$ 5.38 | 11/28/2005 | | M | 8,747 | 11/29/2004 11/29/2014 | Common Stock | 8,747 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDGOF MICHAEL D 4072 CAMPANA DRIVE PALO ALTO, CA 94306 | | | Sr. V.P. Marketing | |

Signatures

Scott C. Taylor by Power of Attorney
Date: 11/29/2005

__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).

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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