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PHOENIX TECHNOLOGIES LTD  
Form SC 13G  
February 14, 2002

Schedule 13G

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SEC 1745 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION  
(6-00) CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM  
DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.  
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OMB APPROVAL

OMB Number: 3235-0145  
Expires: October 31, 2002  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )\*

Phoenix Technology Inc

-----  
(Name of Issuer)

Common

-----  
(Title of Class of Securities)

719153 10 8

-----  
(CUSIP Number)

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

(a) U.S. Trust Corporation\* 13-2927955  
(b) United States Trust Company of New York 13-5459866

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization New York

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power 1,671,999

7. Sole Dispositive Power

8. Shared Dispositive Power Same

9. Aggregate Amount Beneficially Owned by Each Reporting Person Same

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (11) Same

12. Type of Reporting Person (See Instructions)

#1(a) - HC

#1(b) - BK

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\* - U.S. Trust Corporation is a wholly-owned direct subsidiary of The Charles Schwab Corporation. Each entity files reports completely separate and independent from the other. Correspondingly, neither entity shares with the other any information and/or power with respect to either the voting and/or disposition of the securities reported by each.

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ITEM 1.

- (a) Name of Issuer  
Phoenix Technology Ltd
- (b) Address of Issuer's Principal Executive Offices  
411 E Plumeria Dr  
San Jose, CA 95134

ITEM 2.

- (a) Name of Person Filing  
U.S. Trust Corporation  
United States Trust Company of New York
- (b) Address of Principal Business Office or, if none, Residence  
114 West 47th Street  
NY, NY 10036
- (c) Citizenship  
U.S.
- (d) Title of Class of Securities  
Common
- (e) CUSIP Number  
719153

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: See #6, p. 2  
-----
- (b) Percent of Class: See #11, p. 2  
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- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote -----
  - (ii) Shared power to vote or to direct the vote Same  
-----
  - (iii) Sole power to dispose or to direct the disposition  
of  
-----
  - (iv) Shared power to dispose or to direct the disposition  
of Same  
-----

Instruction. For computations regarding securities which represent a right to acquire an underlying security see section 240.13d3(d)(1).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/12/02

-----  
Date

/s/ Joseph A. Tricarico

-----  
Signature

Authorized Agent/Vice President and Trust Counsel

-----  
Name/Title

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits, See section 240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)