

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO RULE 13d-2(a)

(Amendment #3)

PHOENIX TECHNOLOGIES LTD.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

719153-10-8  
(CUSIP Number)

F. Thomas Dunlap  
Vice President, General Counsel and Secretary  
Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052  
Telephone: (408) 765-8080  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 15, 1998  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

The information required on 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1.	NAME OF REPORTING PERSON	Intel Corporation
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	94-1672743
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [ ]
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	WC
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[ ]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7.	SOLE VOTING POWER	1,539,350
8.	SHARED VOTING POWER	N/A
9.	SOLE DISPOSITIVE POWER	1,539,350
10.	SHARED DISPOSITIVE POWER	N/A
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,539,350

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 8.8%  
(11)
14. TYPE OF REPORTING PERSON CO

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on February 26, 1996, as previously amended, with respect to the Common Stock of Phoenix Technologies Ltd. ("Phoenix" or the "Issuer").

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. The executive officers and directors of Intel Corporation are set forth on Appendix A hereto.

(b) Address of Principal Business Office:

2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) State of Incorporation:

Delaware

ITEM 4. Purpose of the Transaction.

On February 15, 1996, the Reporting Person acquired 894,971 shares of Common Stock of the Issuer and a warrant (the "Warrant") to purchase up to 1,073,965 additional shares of Common Stock of the Issuer. The shares and

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Warrant were acquired as an investment and in connection with a technology agreement between the Issuer and the Reporting Person pursuant to which the Issuer became a supplier of certain system-level software for certain products of the Reporting Person. The shares of Common Stock subject to the Warrant vest and become exercisable over a period of five years, pursuant to a schedule set forth in the Warrant. On December 15, 1998, an additional 214,793 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 644,379 shares of Common Stock of the Issuer pursuant to the Warrant. The exercise price for the shares increases each year

that the Warrant is in effect, pursuant to a schedule set forth in the Warrant. The Warrant expires on April 30, 2001.

ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 1,539,350 shares (of which 644,379 shares are issuable upon exercise of the Warrant by the Reporting Person)\*

Percent of Class: 8.8 % (based upon 17,523,379 shares of common stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended June 30, 1998, and assuming the issuance of 644,379 shares of common stock to the Reporting Person pursuant to the Warrant)\*

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 1,539,350 shares\*

(c) Recent Transactions: On December 15, 1998, an additional 214,793 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 644,379 shares of Common Stock of the Issuer pursuant to the Warrant.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial Ownership: N/A

[FN]

\*Does not include 429,586 additional shares of Common Stock that the Reporting Person has a right to acquire pursuant to the Warrant. Such shares are not beneficially owned by the Reporting Person under Rule 13d-3 because the Reporting Person does not have a right to acquire such shares within the next 60 days.  
</FN>

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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.

Dated as of October 15, 1998.

INTEL CORPORATION

By: /s/ F. Thomas Dunlap, Jr.  
F. Thomas Dunlap, Jr.  
Vice President, General  
Counsel and Secretary

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APPENDIX A  
DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as noted below.

Name: Craig R. Barrett

Business Address: 2200 Mission College Boulevard, Santa Clara,  
CA 95052

Principal Occupation: President and Chief Executive Officer of  
Intel Corporation

Name, principal  
business and

address of Intel Corporation, a manufacturer of  
corporation or microcomputer components, modules and  
other organization systems.  
on which employment 2200 Mission College Boulevard  
is conducted: Santa Clara, CA 95052

Name: John Browne

Business Address: Britannic House, 1 Finsbury Circus,  
London EC2M 7BA

Principal  
Occupation: Group Chief Executive

Name, principal  
business and  
address of  
corporation or The British Petroleum Company p.l.c., an  
other organization integrated oil company.  
on which employment Britannic House, 1 Finsbury Circus,  
is conducted: London EC2M 7BA

Citizenship: British

Name: Winston H. Chen

Business Address: 3945 Freedom Circle, Suite 760, Santa Clara,  
CA 95054

Principal  
Occupation: Chairman of Paramitas Foundation

Name, principal  
business and  
address of  
corporation or Paramitas Foundation, a charitable  
other organization foundation.  
on which employment 3945 Freedom Circle, Suite 760  
is conducted: Santa Clara, CA 95054

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Name: Andrew S. Grove

Business Address: 2200 Mission College Boulevard, Santa Clara,  
CA 95052

Principal  
Occupation: Chairman of the Board of Directors of Intel  
Corporation

Name, principal  
business and  
address of Intel Corporation, a manufacturer of  
corporation or microcomputer components, modules and  
other organization systems.  
on which employment 2200 Mission College Boulevard  
is conducted: Santa Clara, CA 95052

Name: D. James Guzy

Business Address: 1340 Arbor Rd. Menlo Park, CA 94025

Principal  
Occupation: Chairman of The Arbor Company

Name, principal  
business and  
address of The Arbor Company, a limited partnership  
corporation or engaged in the electronics and computer  
other organization industry.  
on which employment 1340 Arbor Rd.  
is conducted: Menlo Park, CA 94025

Name: Gordon E. Moore

Business Address: 2200 Mission College Boulevard, Santa Clara,  
CA 95052

Principal  
Occupation: Chairman Emeritus of the Board of Intel  
Corporation

Name, principal  
business and  
address of Intel Corporation, a manufacturer of  
corporation or microcomputer components, modules and  
other organization systems.  
on which employment 2200 Mission College Boulevard  
is conducted: Santa Clara, CA 95052

Name: Arthur Rock

Business Address: One Maritime Plaza, Suite 1220, San  
Francisco, CA 94111

Principal  
Occupation: Venture Capitalist

Name, principal  
business and  
address of Arthur Rock and Company, a venture capital  
corporation or firm.  
other organization  
on which employment One Maritime Plaza, Suite 1220  
is conducted: San Francisco, CA 94111

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Name: Jane E. Shaw

Business Address: 1310 Orleans Drive, Sunnyvale, CA 94089

Principal  
Occupation: Chairman and Chief Executive Officer

Name, principal  
business and  
address of AeroGen, Inc., a private company  
corporation or specializing in controlled delivery of drugs  
other organization to the lungs.  
on which employment 1310 Orleans Drive, Sunnyvale, CA 94089  
is conducted:

Name: Leslie L. Vadasz

Business Address: 2200 Mission College Boulevard, Santa Clara,  
CA 95052

Principal  
Occupation: Senior Vice President, Director, Corporate  
Business Development, Intel Corporation

Name, principal  
business and  
address of Intel Corporation, a manufacturer of  
corporation or microcomputer components, modules and  
other organization systems.  
on which employment 2200 Mission College Boulevard  
is conducted: Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Soldiers Field Park  
1-411, Boston, MA 92163

Principal  
Occupation: Max and Doris Starr, Professor of  
International Business Administration

Name, principal  
business and  
address of Harvard Business School, an educational  
corporation or institution.  
other organization Harvard Business School  
on which employment Soldiers Field Park 1-411  
is conducted: Boston, MA 92163

Name: Charles E. Young

Business Address: 10920 Wilshire Boulevard, Suite 1835, Los  
Angeles, CA 90024

Principal  
Occupation: Chancellor Emeritus

Name, principal  
business and  
address of  
corporation or University of California at Los Angeles, an  
other organization educational institution.  
on which employment 10920 Wilshire Boulevard, Suite 1835  
is conducted: Los Angeles, CA 90024

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EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, CA 95052-8119, which address is Intel Corporation's business address. All executive officers are United States citizens.

Name: Paul S. Otellini  
Title: Executive Vice President, Director, Intel Architecture Business Group

Name: Gerhard H. Parker  
Title: Executive Vice President, General Manager, New Business Group

Name: Albert Y. C. Yu  
Title: Senior Vice President, General Manager, Microprocessor Products Group

Name: Andy D. Bryant  
Title: Vice President and Chief Financial Officer

Name: F. Thomas Dunlap, Jr.  
Title: Vice President, General Counsel and Secretary

Name: Sean M. Maloney  
Title: Vice President, Director, Sales and Marketing Group

Name: Arvind Sodhani  
Title: Vice President, Treasurer

Name: Michael R. Splinter  
Title: Vice President, General Manager, Technology and Manufacturing Group