

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 #4)

PHOENIX TECHNOLOGIES LTD.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

719153-10-8

(CUSIP Number)

F. Thomas Dunlap, Jr.
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, 1999

(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	7. SOLE VOTING POWER	1,968,936
	8. SHARED VOTING POWER	N/A
	9. SOLE DISPOSITIVE POWER	1,968,936

REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER	N/A
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,968,936
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		7.6%
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 (need the latest version from Renate correct?) 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

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1,073,965 additional shares of Common Stock of the Issuer. The shares and 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, 1999, an

additional 429,586 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 1,073,965 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: 1,968,936 shares (of which 1,073,965 shares are issuable upon exercise of the Warrant by the Reporting Person)

Percent of Class: 7.6 % (based upon 26,021,513 shares of common stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended June 30, 1999, and assuming the issuance of 1,073,965 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: 1,968,936 shares
- (c) Recent Transactions: On December 15, 1999, an additional 429,586 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 1,073,965 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

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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, 1999.

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 indicated below.

Name: Craig R. Barrett

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

Principal Occupation: President and Chief Executive Officer

Name, principal business and Intel Corporation, a manufacturer of microcomputer components, modules and systems.

address of 2200 Mission College Boulevard
corporation or Santa Clara, CA 95052
other
organization in
which employment
is conducted:

Name: John Browne

Business BP Amoco p.l.c., Britannic House, 1 Finsbury
Address: Circus, London EC2M 7BA

Principal Group Chief Executive
Occupation:

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

Citizenship: British

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Name: Winston H. Chen

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

Principal Chairman
Occupation:

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

Name: Andrew S. Grove

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

Principal Chairman of the Board of Directors
Occupation:

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

Name: D. James Guzy

Business 1340 Arbor Road, Menlo Park, CA 94025
Address:

Principal Chairman
Occupation:

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

Name: Gordon E. Moore

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

Principal Occupation: Chairman Emeritus of the Board of Directors

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

Name: David S. Pottruck

Business Address: 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, an investment company 101 Montgomery Street San Francisco, CA 94104

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

Name: Leslie L. Vadasz

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

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

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

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215, Soldiers Field Road, Boston, MA 02163

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

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Harvard Business School
Morgan Hall 215, Soldiers Field Road
Boston, MA 02163

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 other organization in which employment is conducted: University of California at Los Angeles, an educational institution.
10920 Wilshire Boulevard, Suite 1835
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, California 95052-8119, which address is Intel Corporation's business address.

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

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

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

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

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

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

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

Name: Arvind Sodhani
Title: Vice President, Treasurer