

PHOENIX TECHNOLOGIES LTD
Form SC 13G/A
February 17, 2004

SEC 1745 Potential persons who are to respond to the collection of information
(02-02) contained in this form are not required to respond unless the form
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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. 2)*

Phoenix Technologies Ltd

(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

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Act (however, see the Notes).

CUSIP No. 719153 10 8

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

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) U.S. Trust Corporation* 13-2927955
(b) United States Trust Company of New York 13-5459866
(c) U.S. Trust Company, N.A. #95-4311476

3. SEC Use Only

4. Citizenship or Place of Organization U.S.

5. Sole Voting Power
Number Shares -----
Beneficially Owned by Each Reporting Person
6. Shared Voting Power See p.4, Item 5

7. Sole Dispositive Power

8. Shared Dispositive Power See 6

9. Aggregate Amount Beneficially Owned by Each Reporting Person
See 6

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (11) See 6

12. Type of Reporting Person (See Instructions)
#1(a) - HC

#1(b) - BK

* - 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 Technologies 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
144 West 47th Street
NY, NY 10036
- (c) Citizenship
U.S.
- (d) Title of Class of Securities
Common
- (e) CUSIP Number
719153 10 8

Item 3. If this statement is filed pursuant to Section 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) [X] 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 adviser 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) [X] 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);
- (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).

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 p. 4, Item 5
-----.
- (b) Percent of class:
-----.
- (c) Number of shares as to which the person has:

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(i) Sole power to vote or to direct the vote

-----.

(ii) Shared power to vote or to direct the vote

-----.

(iii) Sole power to dispose or to direct the disposition of

-----.

(iv) Shared power to dispose or to direct the disposition of

-----.

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

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Instruction: Dissolution of a group requires a response to this item.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

If any other person is know to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Item 8. IDENTIFICATION AND CLASSIFICATION OF THE MEMBERS OF THE GROUP

If a group has filed this schedule pursuant to Section 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Section 240.13d-1(c) or Section 240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

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Item 10. CERTIFICATION

- (a) The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having this purpose or effect.

- (b) The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 17, 2004

Date

/s/ Joseph A. Tricarico

Signature

Authorized Agent/Vice President and
Trust Counsel

Name/Title

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 filling 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: Schedule filed in paper format shall included 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 MISSTATEMENT OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATION (SEE 18 U.S.C. 1001)

ottom:0pt; font-size:10pt; font-family:Times New Roman">Check if the Aggregate Amount in Row (9) Excludes
Certain Shares

See Instructions

11)

Percent of Class Represented by Amount in Row (9)

21.34

12)

Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

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

Delaware

5) Sole Voting Power

Number of

Shares 34,555,702
6) Shared Voting Power

Beneficially

Owned By 2,570
Each 7) Sole Dispositive Power

Reporting

Person 34,542,388
8) Shared Dispositive Power

With

10,908

9) Aggregate Amount Beneficially Owned by Each Reporting Person

34,582,105

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

21.34

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association 22-1146430

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

United States

5) Sole Voting Power

Number of

Shares 208,571
6) Shared Voting Power

Beneficially

Owned By 2,570
Each 7) Sole Dispositive Power

Reporting

Person 195,257
8) Shared Dispositive Power

With

10,908

9) Aggregate Amount Beneficially Owned by Each Reporting Person

234,974

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

0.14

12) Type of Reporting Person (See Instructions)

BK

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Capital Advisors, LLC 27-0640560

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

Delaware

5) Sole Voting Power

Number of

Shares 1,505
6) Shared Voting Power

Beneficially

Owned By -0-
Each 7) Sole Dispositive Power

Reporting

Person 1,505
8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,505

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

IA

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Investments LLC 42-1604685

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

Delaware

5) Sole Voting Power

Number of

Shares -0-
6) Shared Voting Power

Beneficially

Owned By 2,570
Each 7) Sole Dispositive Power

Reporting

Person 2,570
8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,570

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

BD

ITEM 1(a) NAME OF ISSUER:

BlackRock, Inc.

ITEM 1(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

55 East 52nd Street

New York, New York 10055

ITEM 2(a) NAME OF PERSON FILING:

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association; PNC Capital Advisors, LLC; and PNC Investments LLC

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The PNC Financial Services Group, Inc. 300 Fifth Avenue, Pittsburgh, PA 15222-2401

PNC Bancorp, Inc. 222 Delaware Avenue, Wilmington, DE 19801

PNC Bank, National Association 300 Fifth Avenue, Pittsburgh, PA 15222-2401

PNC Capital Advisors, LLC 300 Fifth Avenue, Pittsburgh, PA 15222-2401

PNC Investments LLC 300 Fifth Avenue, Pittsburgh, PA 15222-2401

ITEM 2(c) CITIZENSHIP:

The PNC Financial Services Group, Inc. Pennsylvania

PNC Bancorp, Inc. Delaware

PNC Bank, National Association United States

PNC Capital Advisors, LLC Delaware

PNC Investments LLC Delaware

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e) CUSIP NUMBER:

09247X101

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), 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 adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

ITEM 4 OWNERSHIP:

The following information is as of December 31, 2016:

- (a) Amount Beneficially Owned: 34,582,105 shares

- (b) Percent of Class: 21.34

- (c) Number of shares to which such person has:
 - (i) sole power to vote or to direct the vote 34,555,702
 - (ii) shared power to vote or to direct the vote 2,570
 - (iii) sole power to dispose or to direct the disposition of 34,542,388
 - (iv) shared power to dispose or to direct the disposition of 10,908

Of the total shares of common stock reported herein, 230,899 shares are held in accounts at PNC Bank, National Association in a fiduciary capacity for clients.

Of the total shares of common stock reported herein, 1,505 shares are held in accounts at PNC Capital Advisors, LLC in a fiduciary capacity for clients.

Of the total shares of common stock reported herein, 2,570 shares are held in accounts at PNC Investments LLC in a fiduciary capacity for clients.

The inclusion of the reporting persons and such securities in this report shall not be deemed an admission of beneficial ownership by the reporting persons for the purposes of Section 13(d) or 13(g) of the Act, or for any other purposes.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

PNC Bancorp, Inc. has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock. PNC Bancorp, Inc. holds 34,347,131 shares of common stock of the issuer, which is 21.19% of the class.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. HC:

PNC Bancorp, Inc. HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Capital Advisors, LLC IA (wholly owned subsidiary of PNC Bank, National Association)

PNC Investments LLC BD (wholly owned subsidiary of PNC Bank, National Association)

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 3, 2017
Date

By: /s/ Gregory H. Kozich
Signature The PNC Financial Services Group, Inc.
Gregory H. Kozich, Senior Vice President & Controller
Name & Title

February 3, 2017
Date

By: /s/ Bruce H. Colbourn
Signature PNC Bancorp, Inc.
Bruce H. Colbourn, Chairman
Name & Title

February 3, 2017
Date

By: /s/ Richard R. Guerrini
Signature PNC Investments LLC
Richard R. Guerrini, President & CEO
Name & Title

February 3, 2017
Date

By: /s/ Gregory H. Kozich
Signature PNC Bank, National Association
Gregory H. Kozich, Executive Vice President &
Controller
Name & Title

February 3, 2017
Date

By: /s/ Mark G. McGlone
Signature PNC Capital Advisors, LLC
Mark G. McGlone, President
Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT WAS PREVIOUSLY FILED